"ROCKY"

by

Sylvester Stallone

CHARTOFF-WINKLER PRODUCTIONS, INC.

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1 INT. BLUE DOOR FIGHT CLUB - NIGHT

SUPERIMPOSE OVER ACTION... "NOVEMBER 12, 1975 - PHILADELPHIA"

... The club itself resembles a large unemptied trash-can. The boxing ring is extra small to insure constant battle. The lights overhead have barely enough wattage to see who is fighting.

In the ring are two heavyweights, one white the other black. The white fighter is ROCKY BALBOA. He is thirty years old. His face is scarred and thick around the nose. ... His black hair shines and hangs in his eyes. Rocky fights in a plodding, machine-like style. The BLACK FIGHTER dances and bangs combinations into Rocky's face with great accuracy. But the punches do not even cause Rocky to blink... He grins at his opponent and keeps grinding ahead.

The people at ringside sit on folding chairs and clamor for blood... They lean out of their seats and heckle the fighters. In the thick smoke they resemble spectres. Everyone is hustling bets... The action is even heavier in the balcony. A housewife yells for somebody to cover a two dollar bet.

The BELL RINGS and the fighters return to their corner ... Somebody heaves a beer can into the ring.

The Black Fighter spits something red in a bucket and sneers across the ring at Rocky.

BLACK FIGHTER
(to cornerman)
... I'm gonna bust his head wide open!

In Rocky's corner he is being assisted by a shriveled, balding CORNERMAN, who is an employee of the club... He works on Rocky without any enthusiasm.

CORNERMAN
(lackluster)
... Ya waltzin' -- Personally think ya oughtta give the suckers some action.

ROCKY
Hey --

(CONTINUED)

1 CONTINUED:

CORNERMAN
(overriding)
Personally I think ya look like a bum tonight --

ROCKY
Just gimme the water.

A FIGHT FAN rushes up to Rocky. It is an old man with yellow teeth and wearing sunglasses.

FAN
Got a hundred bucks ridin' that the fight don't go past three.

ROCKY
A safe bet.

The old Fan smiles and rejoins his friends.

CORNERMAN
Hey, ya want some advice?

ROCKY
... I just want the mouthpiece.

The BELL RINGS... Rocky quickly makes the sign of the Cross and nods his head in reverence... The fighters engage in battle to the delight of the ghoulish fans.

The Black Fighter grabs Rocky in a clinch and purposely butts him... The butt opens a cut on Rocky's forehead.

Rocky becomes furious over the foul and drives a flurry of sledgehammer blows into the man's body... The impact is stupendous. Rocky catches his opponent flush on the jaw and the black man is out for the night.

The fight fans cheer and money changes hands... The referee does not bother to even count the Black Fighter out. Rocky slips on a tattered robe. Embroidered clumsily on the back is, "The Italian Stallion."

Without pomp Rocky climbs out of the ring... Walking to the dressing room, Rocky pauses to bum a cigarette from a spectator and continues through the unruly crowd and fades into the darkness at the rear of the club.

THE TITLE CREDITS END.

2 INT. SUBWAY CAR

Rocky is on the subway heading to South Philly... The car is empty except for Rocky and an old thin BLACK WOMAN. The Black Woman sips wine and studies Rocky's bruised and swollen face. Rocky looks slightly self-conscious.

ROCKY
(almost apologetic)
I'm a fighter.

BLACK WOMAN
(drunk and sleepy)
... Yo' iz a accident.

3 EXT. STREET - NIGHT

A short time later Rocky exits a deli with a six-pack of beer. He opens a beer and strolls lazily down the street. He passes a pair of high-heeled hookers. They wave... A wino is curled in front of a dirty book store... Rocky places a beer in front of the slumbering wino.

Twenty more yards down the block Rocky pauses in front of the "Animal Town Pet Shop." Rocky cups his hand and peers into the dark store... After a moment, he opens another beer and moves off.

Rocky approaches a street corner where four men are drinking and singing acappella... Behind them flashes a sign, "Andy's Italian-American Bar."

Rocky knows the men. They are DINO, TONY, Bobby, Phil. They are in their early thirties. It is obvious from their smoothness and movement, they have been singing together a long time.

TONY
Yo, Rock -- Where ya been?

ROCKY
Where I been? -- I been fightin'.
Did wonderfully tonight -- Ya
shoulda been there.

Dino steps forward. He is very hairy and resembles a monkey.

DINO
We been busy.

(CONTINUED)

3 CONTINUED:

TONY
We was auditioning for the Met.
(points at Rocky's eye)
Look at this face. Did ya win?

ROCKY
(holding up the beer)
Would I be celebratin' if I got nailed?

An old WINO stumbles past mumbling at no one in particular.

WINO
... Kiss my ass -- Kiss my ass.

The Wino stumbles into the bar. The men ignore him.

ROCKY
Yo, I saved a seat for you guys an' everythin'. Why didn't ya show?

TONY
Yo -- We're busy rehearsin'... Let's sing.

ROCKY
My lips are sore.

DINO
(tightly)
Then who needs ya bustin' up the rehearsal, huh?

ROCKY
What's the matter, Cheeth. Somebody scarf ya banana?

DINO
(inflamed)
Ya talkin' 'bout my hair, man! I don't like ya jokin' 'bout my hair, man!!

ROCKY
(smiles)
... C'mon, Dino, ya beautiful!

Rocky grabs him in a playful headlock and kisses the top of his hairy head. Even Dino has to laugh.

(CONTINUED)

3 CONTINUED: (2)

The men begin singing "You Belong To Me." Rocky sings bass very well. The SCENE FADES as the MUSIC fills the street.

4 EXT. ROCKY'S APARTMENT - NIGHT

A short while later Rocky approaches his apartment located in the most deprived section of South Philly. He kicks away the litter that has gathered against the apartment steps and enters.

5 INT. ROCKY'S HALLWAY - NIGHT

The narrow hallway is painted olive brown. A single light bulb illuminates the gloomy corridor.

6 INT. ROCKY'S APARTMENT - NIGHT

Rocky enters. The one room apartment is drab with a curling boxing poster of Rocky Marciano tacked on the wall... Nailed against the far wall is a mattress. The mattress is used as a punching bag. Stuffing spills out of the center.

Rocky drops his coat on the floor and crosses to a small turtle bowl... He feeds the creatures.

ROCKY
Ya got the easy life.

Rocky starts to boil a pan of water on his hot plate, then places an old 45 RPM record on a battered phonograph. The record is a fifties tune, "I Only Have Eyes For You."

... As the CRACKLING MUSIC begins, Rocky picks up his hair brush. Using it like a microphone, he mimes to the record. He assumes the posture of a famous singer crooning to thousands of adoring fans... He then switches into a bullish fighting stance and throws several punches.

The water boils. Rocky soaks his badly swollen hands.

7 EXT. SUNRISE OF PHILADELPHIA SKYLINE - DAWN

We SEE the jagged skyline highlighted by the towering figure of William Penn that rises above the dawn haze as it sits majestically above City Hall...

8 EXT. DOCKS - EARLY MORNING

Rocky is walking along the waterfront. He has a bandaid over one eye. He looks at the rugged stevedores going about their business... He stuffs his hands in his cheap wool jacket and approaches a ship being unloaded.

Rocky passes two thick Mafia types leaning against a parked car. These men look like blood drinkers.

MAFIA #1
Yo, Rock -- How's your Boss?

ROCKY
Real good.

MAFIA #2
Fightin' again?

ROCKY
Yeah, here an' there.

MAFIA #1
Mebbe we make sum money togather soon... Give ya boss my best.

Rocky shrugs and moves away... He nears a heavy man working the crane. The heavy man looks frightened... He stops the crane and hurries into the ship's hole. Rocky dashes up the gang plank.

9 INT. SHIP - DAY

The man enters the ship's hole and runs past tons of stacked crates and coffee beans.

Rocky sprints after him... He lunges and flings the man by the neck against the wall of stacked cargo.

FATS
(terror-filled)
Don't hit the face! Not the face!!!

ROCKY
Mr. Gazzo wants the two hundred now!

FATS
Honest to God I'm broke -- Gimme a break.

ROCKY
Mr. Gazzo says I should get two hundred or break the thumb.

(CONTINUED)

9 CONTINUED:

FATS
Please, I need my hands to work --
Christ don't bust my thumb!

At wits' end the man picks up a large metal hook used by stevedores. Rocky remains cool.

ROCKY
Goin' fishin'?

The man drops the hook.

ROCKY
What's ya name again?

FATS
Bob.

ROCKY
Look, Bob, if ya wanna dance, ya gotta pay the band -- If ya borrow, ya gotta pay the man...
Me, I'm not emotionally involved.

Rocky's determined expression strikes home. The fat man quickly fumbles through his pockets and hands over a small wad of bills.

ROCKY
(counting)
A hundred an' thirty.

FATS
That's it, I'm broke.

ROCKY
That's it? -- Completely?

FATS
That's it.

ROCKY
What about for food an' stuff?

FATS
You got my food in ya hand.

Rocky looks almost sympathetically into the fat man's flushed expression.

ROCKY
... Y'know, you should always plan ahead.

10 EXT. STREET - DAY

Later that morning Rocky passes "Animal Town Pet Shop" in South Philly... The shop is not very prosperous looking. In the window hangs a sign reading, "Today's Special -- Mixed Kittens -- $1.50"... Rocky stops at this shop every morning. He stares at a litter of Lhasa Apsa puppies. He taps the window and whistles. He sees a girl behind the counter and presses his face against the window and does his impression of the Hunchback of Notre Dame. The girl nervously looks away.

The girl behind the counter is ADRIAN KLEIN. She is not very attractive, but pleasant-looking. Thirty years old. Brown hair pulled back. Light skinned. She wears glasses.

Rocky really stops by to flirt with Adrian, but she is so painfully shy nothing ever gets started... Rocky enters.

11 INT. PET SHOP - DAY

ROCKY
(brightly)
How ya feelin' this mornin'? -- Fulla life?

ADRIAN
(low)
... Fine.

ROCKY
How's the turtle food this week?

ADRIAN
(very shyly)
... Fine.

ROCKY
(mock annoyance)
Me, I'm kinda aggravated.

ADRIAN
... I'm sorry.

ROCKY
Ain't your fault -- But I'm kinda disturbed... Wanna hear this?

Adrian nods... Though charmed, she is slightly intimidated.

(CONTINUED)

11 CONTINUED:

ROCKY
The last food I got here had more moths than flies -- An' the moths get caught in my turtle's throat -- That makes them cough --

The OWNER, a squat woman of forty, steps out of the back and waves at Rocky.

ROCKY
Yo, Gloria -- I was talkin' about the turtle food -- Like I was sayin', the moths get caught in the turtle's throat an' makes 'em cough...
(coughs)
... A little cough an' I gotta pat 'em on the shell --

Both the owner and Adrian smile.

OWNER
Startin' with the jokes early today, huh.

Rocky nods and steps over to a large cage at the rear of the shop... Inside is a huge dog.

ROCKY
How's Butkus this mornin'?

OWNER
Ain't had time to check 'em.

Rocky opens the cage and the large dog jumps out and looks very happy.

ROCKY
Yo, Butkus -- dead. Play dead.

The dog plays dead.

ROCKY
When the owner suppose to pick 'em up?

OWNER
(annoyed)
The guy that boarded 'im was suppose to pick 'im up three weeks ago -- I think he dumped 'im. I'm not responsible for animals left over thirty days, y'know.

(CONTINUED)

11 CONTINUED: (2)

Rocky replaces the dog in the wire cage.

ROCKY
Nice dog... Listen, I'll see yas later.

Rocky waves goodbye to Adrian and exits the shop.

12 EXT. STREET - DAY

Rocky walks down the street and enters Andy's Italian & American Bar.

13 INT. ANDY'S BAR - DAY

The bar is nearly empty... The barroom is furnished in inexpensive, pre-war furniture... Dusty ceiling fans line the room... From each fan hangs a string with yellowed beer coaster attached... The lackluster mirror is completely fringed by beer company decals... Tacked on the wall are assorted sport photographs.

Several DRINKERS moan "hello" as Rocky strolls past them.

DRINKER #1
Buy me a shot, Rocky.

DRINKER #2
Don't be a cheap bastard, buy your pals a drink.

Rocky arrives at the rear booth... He hands over the money. GAZZO takes it.

ROCKY
He only had a hundred an' thirty. -- But I think he's good for the rest next week, Mr. Gazzo.

GAZZO
(smoothly)
Bob's good for it... That's it for today, Rocky.

Gazzo hands Rocky a twenty.

GAZZO
Tomorrow collect from Del Rio -- He's late three weeks. How'd ya do last night?

(CONTINUED)

13 CONTINUED:

ROCKY
... Fine.

Gazzo looks at Rocky's bruised face and smiles.

BODYGUARD
Did ya get the license number?

ROCKY
Of wa?

BODYGUARD
... Of the truck that run over your face.

The bodyguard and Rocky have always been bitter towards one another... The huge bodyguard stares at him with a challenging expression.

Rocky moves away from the table. Gazzo throws a friendly mock punch at him... Rocky parries. They exchange smiles and Rocky exits.

GAZZO
... The Rock's a good kid.

BODYGUARD
(emotionless)
... A meatbag.

14 EXT. GYM - DAY

An hour later Rocky strolls towards Goldmill's Gym. On the way he passes several familiar people and exchanges waves... Out front is a middle-aged Irishman who runs a soft pretzel stand... His name is RUDY. It is apparent from his face he was a prize fighter.

RUDY
(very punchy)
Did ya drop 'im, Rock?

ROCKY
Rudy, I done it in the third.

RUDY
What'd ya use?

ROCKY
Like ya showed me -- right hook combo.

(CONTINUED)

14 CONTINUED:

RUDY
(delighted)
Just what I woulda done.

Rocky drops coins in a paper cup. Rudy turns to an imaginary customer. He nods towards Rocky who is entering the gym.

RUDY
... Like a brick.

15 INT. GYM - DAY

Goldmill's Gym is surrounded by bars and a couple of greasy spoons. Out front a crowd of young Blacks talk and jive among themselves. Two winos lean against the entrance.

Rocky enters the gym... The place is nearly full. The MEASURED BEAT of SKIP ROPES and THROBBING SPEED BAGS makes the room come alive, like it were a mindless piece of machinery. Over the loudspeaker MUSIC BY THE ISLEY BROTHERS BLARES OUT... The music adds a background to the CLANG of the AUTOMATIC TIMERS, SNORTING SPARRING PARTNERS and the THUDDING of HEAVY BAGS.

The room is divided -- Fifty percent Black -- thirty-five percent Latin -- ten percent white -- five percent other.

As Rocky walks through the gym many of the FIGHTERS pause to wave and yell greetings.

FIGHTER #1
Hey, hear ya knocked Spider Rice out in the sixth?

ROCKY
The third.

Rocky passes another fighter working the heavy bag.

FIGHTER #2
(removing a glove)
Hey, Rock, touch my hand.

ROCKY
How come?

FIGHTER #2
C'mon, it's important.

(CONTINUED)

15 CONTINUED:

Rocky touches the fighter's bare hand.

FIGHTER #2
Can ya tell I just whacked off?

Rocky laughs and throws a mock punch... Rocky enters the locker room.

16 INT. DRESSING ROOM - DAY

The dressing room is lined with dented black lockers... A splintering wooden bench stretches from one wall to the other... On the wall is a sign that reads "No Kissing."

Rocky goes to his locker. His combination lock won't open. Annoyed, he shakes it. Nothing. He hits it with the side of his hand. Nothing. He begins kicking the lock like a mule... The noise is deafening. Several fighters look in and laugh.

A short powerful man of thirty-five enters. His hair looks like it has been shaped with hedge clippers. His name is MIKE.

ROCKY
Yo, Mike -- This locker's causin' problems.

MIKE
(hard and tinny)
It ain't your locker no more.

ROCKY
Whatta ya talkin' about it ain't my locker no more?

MIKE
We moved you to a smaller one -- Now, ya got complaints? -- Talk to the Boss, I just pull the jocks an' socks.

Confused, Rocky follows Mike across the room... Mike leans his head into the shower room. Two Latin fighters are lathering up.

MIKE
(to Rocky)
No wonder them guys never win -- They ain't got no gonads.

(CONTINUED)

16 CONTINUED:

They laugh and exit the locker room.

17 INT. GYM - DAY

The owner, MICKEY GOLDMILL, sits on a stool near the entrance. He wears a baggy suit... He is in his late seventies and resembles the latter day George Raft.

Rocky approaches... Goldmill seems bored with life. He speaks to Rocky without respect.

ROCKY
How ya doin', Mickey?

MICKEY
(monotoned)
Still workin' on my first million.
-- See the fight last night?

ROCKY
No, I was busy scrapin' myself.

MICKEY
Apollo Creed tore that English bum to pieces.

ROCKY
(low)
Creed's a great boxer.

MICKEY
(spitting in the corner)
Them coloreds think he's the second coming.

ROCKY
(mind drifting)
Maybe, I dunno -- I was talkin' with ya man Mike. -- Hey, Mick, how come I been put outta my locker?

MICKEY
Dipper needed it.

Rocky turns and looks at DIPPER sparring... Dipper is a young, muscular heavyweight with a mean expression.

ROCKY
Yo -- It took me two months to learn the combination.

(CONTINUED)

17 CONTINUED:

MICKEY
Dipper's a contender. You, you're a club fighter.

ROCKY
That's my locker for six years.

Rocky pauses to watch a young middleweight time-skip as his trainer SINGS, "FASCINATIN' RHYTHM."

MICKEY
Those guys oughta quit the fight racket an' become a duo. Woulda scored big on Ted Mack... Why don't you do yaself a favor an' retire with ya brain on right -- how old are ya?

ROCKY
Come May I'm thirty-one.

MICKEY
Ya legs must be goin'.

ROCKY
Yeah, they're goin' -- That's nature. I really liked that locker.

MICKEY
Ya fight last night?

ROCKY
Yeah -- Spider Rice. Blackout in the third.

MICKEY
Rice is a bum.

ROCKY
You think everybody I fight is a bum.
(laughs)

MICKEY
(spits in the corner)
That makes you 68 an' 20 with thirty-three K.O.'s.

ROCKY
How do ya remember my record like that?

(CONTINUED)

17 CONTINUED: (2)

MICKEY
The body is old, but the mind is young.

ROCKY
Yo, Mick, I really liked that locker.

Mickey shoots Rocky a quick indifferent look and removes a rosary from his pocket and idly rolls it around his fingers.

MICKEY
Ya want the truth -- Ya fight like an ape. No style, but heart. But keep trainin', I like havin' ya pretty face around.

Laughing, Rocky moves away. Mickey leans over to Mike.

MICKEY
(gesturing towards Rocky)
Known him since he was fifteen -- A waste of life.

Rocky moves towards the far ring... He is stopped by an animated Puerto Rican LIGHTWEIGHT who is punching the heavy bag.

CHICO
Hey, Rocky -- Ya wanna great woman?

ROCKY
... No, I don't think so.

CHICO
You're smart, man -- After an hour with this fox I had to spray my cajones with raid.

Rocky tosses a mock punch. Chico ducks, laughs and struts like a large turkey.

CHICO
Watch me smoke!

Chico flings himself into the bag with both hands and looks like a windmill as he attacks the bag.

CHICO
(punching and panting)
See the fight?

(CONTINUED)

17 CONTINUED: (3)

ROCKY
No -- Was fightin' myself.

CHICO
... Good, man, good --

ROCKY
Throw ya left higher.

CHICO
(not listening)
When am I gonna get my chance?

Chico nods towards Dipper sparring in the ring.

CHICO
Look at him -- How'd he get to be a contender?

ROCKY
Management.

CHICO
He's goin' up an' I'm goin' down -- Right? I'm goin' up, I mean down an' he's goin' up.

Rocky moves away and goes to the far corner... The young heavyweight, Dipper, spits into a bucket. He is aware Rocky is staring at him... Dipper smiles smugly.

DIPPER
(to Rocky)
... I like ya locker, Man.

TRAINER
Time, Dipper.

Dipper smiles cruelly and begins sparring... Scene FADES on Rocky's crestfallen expression.

18 EXT. PET SHOP - DUSK

At sunset Rocky comes down the street and pauses at the pet shop... He is eating Colonel Sanders' fried chicken out of a bag... He taps on the window with a chicken bone.

19 INT. PET SHOP - DUSK

Inside Adrian is arranging pet toys on the counter... She hears the tapping, sees Rocky, and tenses. Rocky enters.

(CONTINUED)

21 CONTINUED:

Andy automatically hands Rocky another beer. The fighter traverses the room and passes TWO DRUNKS leaning on the bar.

DRUNK
(to other drunk)
... Y'know, somebody told me you eat shit sandwiches, but I told 'em you didn't like bread.

The other drunk explodes with laughter...

22 INT. ANDY'S RESTROOM - NIGHT

Rocky enters the restroom... It is a vile stench hole with years of the remnants of many sick drunks caked on the wall.

PAULIE is presently trying to comb his hair in the only remaining piece of mirror in the room... Paulie is in his early thirties. He is medium height. Brown hair. Square shouldered. He has a foul personality... A classic misanthrope.

ROCKY
Yo, Paulie.

PAULIE
(very drunk)
Yo, Rocky -- Look at this mirror. I'd like to kill the friggin' dunce who broke this mirror.

ROCKY
Yo, Paulie.

PAULIE
What?

ROCKY
Your sister's givin' me the shoulder.

PAULIE
What'd I tell ya -- Ignore her.

ROCKY
Stinks in here.

PAULIE
You could do better than my sister.

(CONTINUED)

22 CONTINUED:

ROCKY
Every mornin', every night I pass by -- I smile. I say words. Nothin'. Then she looks at me.

PAULIE
(annoyed)
Looks, huh?

ROCKY
Yeah, like I was a plate of leftovers -- Somethin' wrong with my face -- Whatta I need a nose job to connect with ya sister?

PAULIE
Ya wanna know what I think?

ROCKY
Sure.

PAULIE
My sister's a friggin' loser.

ROCKY
Hey --

PAULIE
I'd like to split her head with a hatchet.

ROCKY
I don't wanna hear this.

PAULIE
Ya caught me in a bad mood.

ROCKY
Ya always feel bad -- It's ya personality. Now tell me about Adrian.

PAULIE
She's a loser.

The restroom stench is overwhelming... Rocky covers his nose with the neckline of his T-shirt.

ROCKY
Don't bad mouth 'er -- She's blood.

(CONTINUED)

22 CONTINUED: (2)

PAULIE
Adrian's a loser -- She don't do nothin' -- She reads too much -- brainy -- She's too shy to get along in this world, y'know -- Thirty friggin' years old. She's gonna die alone if she don't wise up.

ROCKY
I'm thirty myself.

PAULIE
An' you're dyin' alone too.

ROCKY
I don't see no crowd around you, neither.

PAULIE
(pointing at the wall)
I wanna kill the guy who broke that mirror.

ROCKY
C'mon, let's get outta this stink.

23 INT. ANDY'S BAR - NIGHT

The restroom door opens. Rocky guides Paulie out. Though stumbling, Paulie talks as he walks.

PAULIE
My mother had 'er under her thumb, y'know -- My ol' lady ate up her personality.

ROCKY
An' now she's afraid of men?

PAULIE
Yeah, somethin' along those lines.

ROCKY
... I feel she might need the help of a... I don't know, maybe of a shrink, or something.

PAULIE
(bellowing)
She ain't sick!!

(CONTINUED)

23 CONTINUED:

The barroom's attention is drawn to Paulie who is roaring drunk and swaying in the center of the room.

PAULIE
Sick don't run in the family!!
She's shy, man! -- Shy!

Rocky feels very self-conscious with Paulie yelling into his face... His eyes remain on the floor.

ROCKY
(low)
... What can I say?

PAULIE
(still bellowing)
The girl's dryin' up! -- I feel responsible, man! She's gotta live alitte before her body rots off!! You're a pal, Rock -- How 'bout yo' talk to her?

ROCKY
Sure -- I been tryin'.

PAULIE
Tomorrow ya come for dinner -- How 'bout that?

ROCKY
Yeah, sure... You look thirsty.

Paulie smiles and Rocky guides him to a booth... Rocky steps to the bar. ANDY the bartender leans over to him.

ANDY
That was alotta crap to go through for a dinner invite.

Rocky nods and raises his eyes towards a suspended television... the nightly sports broadcast is on. The SPORTS COMMENTATOR is at the airport and about to interview the heavyweight champion of the world, APOLLO CREED. Creed speaks in a thick Jamaican voice and is twenty-five years old. He is a tall, smooth-muscled Black with barely a scar on his light coffee-colored face... He is followed by an entourage of mixed trainers and cornermen. Also tagging along is a small group of hangers-on.

The commentator interviews Creed as he and his followers disembark a private jet.

(CONTINUED)

23 CONTINUED: (2)

COMMENTATOR
How was the flight, Champ?

APOLLO
Very high, an' very fast.

Apollo's crowd smiles almost automatically at everything he says.

COMMENTATOR
Apollo, how would you rate this last British challenger, Henry Wilcoxson?

APOLLO
He was big, an' very nasty so I whupped him in a hurry 'cause I couldn't stand lookin' at his nasty expression no longer -- Now I'm gettin' ready for Mac Lee Green next month.

COMMENTATOR
You're referring to the much publicized bicentennial fight?

APOLLO
That's right -- It's gonna be the greatest sportin' event in this country's history -- A gala occurrence!

COMMENTATOR
Still to be held in Philadelphia?

APOLLO
The Bicentennial Heavyweight Championship of the World is gonna be held in Philadelphia -- the nation's cradle.

COMMENTATOR
Where're you off to now?

APOLLO
Goin' home 'cause I miss my children an' can't go no more time without seein' them.

COMMENTATOR
Any quick advice for young boxing hopefuls?

(CONTINUED)

23 CONTINUED: (3)

APOLLO
(pauses to think)
Stay in school an' use brains, please. Be doctor, be lawyer -- Be mon of business -- Carry a briefcase. Forget about sports! -- That's all the advice, t'ank you.

Apollo's entourage laughs and they move on... The commentator faces the camera.

COMMENTATOR
Larry Simpson at Kennedy Airport with the Champion, Apollo Creed.

The sport show cuts away, but Rocky continues to look at the television with a pensive stare... A DRUNK at the bar leans towards Andy.

DRUNK
Dempsey would have cracked that rug's head --

Andy leans over to Rocky.

ANDY
Apollo's all mouth -- Wouldn't ya love to throw hands with that mouth?

ROCKY
(quietly)
He's a great fighter.

ANDY
(bored)
... A foreign jig.

ROCKY
A champ.

ANDY
Where are the real fighters? The artists. They're all gone. Today we got bozos.

ROCKY
What're you sayin'? The man's a champ.

(CONTINUED)

23 CONTINUED: (4)

ANDY
Jig clown -- I don't wanna know nothin'.

ROCKY
Hey!

ANDY
What?

ROCKY
He took his best shot an' became champ -- What shot did we ever take?

ANDY
You ain't happy with yourself? Fine. But me, I gotta business here -- I don't need to take no shot.

Becoming despondent, Rocky rises and crosses to Paulie slumped unconscious in the booth.

ROCKY
... I'll be over for dinner tomorrow.

Rocky exits the bar... Andy turns to his customers.

ANDY
(boldly)
Take a shot, he says! -- Sure, I'll take a shot!

Laughing, Andy pours himself a shot.

24 EXT. ANDY'S BAR - NIGHT

Standing out front as Rocky exits are his four friends, Tony, Dino, Bobby and Phil. They are losers. They drink from a community bottle... They are high and singing old standard Acappella.

TONY
(singing a 'Lee Andrews and the Hearts' song)
... I sit in my room looking out at the rain, my tears are like crystals they cover my window pane...

(CONTINUED)

24 CONTINUED:

Tony looks up and notices Rocky... The other men continue singing.

TONY
Yo, Rock -- Sing bass.

ROCKY
Who's gonna sing bass if I don't, huh?

Rocky takes a swig of wine and begins singing bass.

TONY
(singing)
God only knows the girl who will love me -- Oh, if we only could start over again...

25 EXT. ATOMIC HOAGIE SHOP - NIGHT

Two blocks further on Rocky passes an all-night sandwich shop. In the window hangs the sign, "The Atomic Hoagie Shoppe, Inc."... Out front are several young men and women. They are much too young to be hanging out at this hour... A BOY with a badly chipped tooth beckons to Rocky.

CHIPPED TOOTH
(aggressively)
Hey, man -- Buy us some wine, man.

ROCKY
No wine.

CHIPPED TOOTH
C'mon, man, it's cold.

ROCKY
No wine.

YOUNG MAN #2
Yo, Rock.

ROCKY
Yeah?

YOUNG MAN #2
Where's Hertz?

ROCKY
... Hertz?

(CONTINUED)

25 CONTINUED:

YOUNG MAN #2
Yeah, Dick Hertz -- Where is he?

ROCKY
... Who's Dick Hertz?

The Young Man grabs his crotch and faces his gang.

YOUNG MAN #2
(yelling)
Mine does, man, mine does!

ROCKY
(mildly embarrassed)
... That's an old one.

CHIPPED TOOTH
Buy us some Thunderbird, man.

Rocky ignores the statement and faces a very young girl who is smoking and leaning whore-like against the wall.

ROCKY
Is that Marie? -- Marie, ya brother know you're hangin' out so late?

The girl, MARIE, assumes an indifferent attitude, attempting to impress her friends.

MARIE
... Fuck you.

ROCKY
(awed)
What'd you say?

MARIE
... Fuck you, motherfucker.

The gang laughs. Angered and shocked, Rocky grabs her arm.

ROCKY
Did these guys teach you to talk dirty? Huh?

MARIE
Hey --

(CONTINUED)

25 CONTINUED: (2)

ROCKY
What?

MARIE
Eat shit, man!

ROCKY
(shakes her)
Don't you never say that --
(to the gang)
-- You guys talk like that in front of a little girl -- She's twelve years old -- You guys are scum.

CHIPPED TOOTH
This is our place, dig!

The gang reluctantly backs up a step.

ROCKY
Don't ya never come round this girl -- Go home.

YOUNG MAN #2
This is our corner, man! You go, chump!

Rocky moves forward and they scatter... They quickly move off.

CHIPPED TOOTH
(backpedalling)
We'll kill you man -- We gotta gun.

ROCKY
Pull heat on me? -- I'll stunt your growth!

Rocky leads the girl away.

26 EXT. STREET - NIGHT

Rocky is walking the young girl home... They are presently cutting through a dark public school yard. They pass through the beams of light cast off by weak flood lights located at the top of the school building. The atmosphere is somewhat eerie.

(CONTINUED)

26 CONTINUED:

ROCKY
How'd you get outta the house?
(no response)
Don't wanna say nothin'? Good.
Ya climbed out the window,
didn't ya?

MARIE
... Yeah.

ROCKY
How come ya wanna hang out with
those guys? They teach ya bad
things.

MARIE
I like 'em. If you don't you
can f --

ROCKY
(warmly)
Don't say it! When I was your
age, there was only one girl
who talked like that in the
whole neighborhood.

MARIE
(bored)
... Yeah.

She attempts to light a cigarette... Rocky nonchalantly tosses it to the ground.

ROCKY
Make your teeth yella --

MARIE
I like yella teeth.

ROCKY
Makes your breath like garbage.

MARIE
Maybe I like garbage.

Rocky and Marie take a shortcut through a dark school yard.

ROCKY
Forget it --
(MORE)

(CONTINUED)

26 CONTINUED: (2)

ROCKY (CONT'D)
-- Anyway, this girl with the dirty mouth wasn't bad lookin', but the guys wouldn't take her out for any serious datin'.

MARIE
Why?

ROCKY
'Cause that's the way guys are -- They laugh when ya talk dirty. They think ya cute for a while, but then ya getta reputation an' watch out. Nobody's ever gonna take ya serious. Ya get no respect... I gotta use a bad word -- Whore. You'll end up maybe becomin' a whore.

MARIE
C'mon, Rocky, I'm twelve.

ROCKY
That doesn't matter -- You don't really have to be a whore, just act like one an' that's it.

MARIE
What?

ROCKY
Yo, a bad reputation -- Twenty years from now people will say, 'D'you remember Marie?' 'No, who was she?' 'She was that little whore who hung out at the Atomic Hoagie Shop.' 'Oh, now I remember!'... See, they don't remember <u>you</u>, they remember the <u>rep</u>.

Rocky and Marie exit the dark school yard... Standing in the shadows of the building are three young muggers. The light from their cigarettes flare red in their faces.

The muggers pace Rocky across the street and follow them down the block... Rocky sees them and stops and faces the three.

(CONTINUED)

26 CONTINUED: (3)

The muggers pause and study Rocky from a distance of twenty yards. Rocky gives a loud boxer's snort, wipes his nose with the side of his thumb and rolls his shoulders ... The muggers are intimidated and slowly peel off and meander away.

Rocky turns to Marie who has been standing behind him.

ROCKY
(points down the block)
... That's your house, ain't it?

Marie nods.

ROCKY
Listen, I hope ya don't --

MARIE
I won't.

ROCKY
What was I gonna say?

MARIE
Ya hope I don't keep actin' like a whore or I'll turn into one, right?

ROCKY
Ya, I guess somethin' like that.

They exchange smiles and Marie moves away. Rocky has made an impact on her life.

MARIE
Goodnight, Rocky.

ROCKY
'Night, Marie.

She takes a few more steps and pauses again.

MARIE
... Fuck you, Creepo!!!

The girl runs to her house as Rocky looks on in dismay.

ROCKY
(walks off)
... Yeah, who're you to give advice, Creepo.

27 INT. JERGENS' OFFICE - DAY

APOLLO CREED and his LAWYER and TRAINER are seated in the offices of MILES JERGENS. Jergens, a successful promoter looks unhappy as he looks into the scowling face of Apollo Creed.

CREED'S LAWYER
Are the doctor's reports confirmed?

JERGENS
Definitely --
(reading)
-- It says here, Mac Lee Green has suffered a seriously cracked third metacarpal in his left hand.

APOLLO
Damn, that makes me mad.

JERGENS
I suppose we could cancel the fight indefinitely if you are set on fighting Green.

APOLLO
It ain't just Green, what about the time I invested -- I think I oughta fight you.

JERGENS
I believe we could find a better solution.

APOLLO
Solution -- What about the Bicentennial fight -- You know I done a million dollars worth of publicity already.

Apollo's black Trainer speaks up from the other side of the room.

TRAINER
Ten million's worth.

APOLLO
Than find me another ranked contender an' I mean in a hurry, man.

(CONTINUED)

27 CONTINUED:

JERGENS
(holding up some notes)
First, I contacted Ernie Roman -- He's contracted to fight in France the same week, so he's out.

APOLLO
Then gimme Buddy Shaw -- He's ranked fifth. That'd be a good fight.

JERGENS
He's matched to fight Jose Rodriguez in South America the same week as the Bicentennial fight... We could postpone this Bicentennial fight two months and Tony Daly'll be available.

APOLLO
Hell with Daly. I plan on fightin' my fight when I planned on fightin' it an' don't have no plans on fightin' otherwise! Hear what I'm sayin'... Now what 'bout Tiger Griffen?

JERGENS
Developed a bleeding ulcer -- Was forced to retire by his family.

APOLLO
... Billy Dukes?

JERGENS
Went to California and gained fifty pounds -- And I called Tony Lanz, Phil White and Charlie Sargent, and they would like to take the match but five weeks isn't enough time to get in shape.

APOLLO
Shape, nothin' -- They's afraid. They know everybody in the world's gonna see this fight an' none of them gotta prayer of whuppin' me so they's makin' excuses so they don't have ta be the chump that's be whupped in front of the whole civilized world!!

(CONTINUED)

27 CONTINUED: (2)

JERGENS
I'm sure there's a way to salvage this.

APOLLO
Nobody wants to be whupped on the country's birthday.

JERGENS
... I don't know what to say?

APOLLO
... I ain't worried none 'cause I believe things happen for some damn reason, hear... I'm believin' Mac Lee Green busted his hand for a reason, hear. Fate, man. Dig?

JERGENS
So what're you saying?

APOLLO
Maybe what this Bicentennial fight needs is a novelty.

TRAINER
You's the novelty, Champ!

APOLLO
Give that man a raise.

Everyone laughs.

JERGENS
Are you thinking about some freak attraction?

APOLLO
No freak show -- Think of this. Fighting in Philadelphia, January First, the first day of our two hundredth birthday against a local fighter.

JERGENS
White fighter?

APOLLO
That's right.

LAWYER
Where's the gate?

(CONTINUED)

27 CONTINUED: (3)

JERGENS
That's a great idea, Apollo -- The gate rests on sentiment -- An unknown boy getting a once in a lifetime opportunity on the most celebrated day in the country's history -- Goddamn, people will wave flags!

APOLLO
... It's very American.

28 EXT. STREET - DAY

Late that afternoon Mr. Gazzo's white 1970 Cadillac pulls up to Rocky's apartment... Rocky is in the back seat with the loan shark. Gazzo's Bodyguard is driving.

Gazzo flips through a small black notepad.

GAZZO
Next Wednesday grab a grand from Snyder.

ROCKY
Snyder, right.

GAZZO
An' Thursday two yards from Cappoli, okay?

ROCKY
Okay.

GAZZO
Now who's this girl you're going out with tonight?

ROCKY
How'd you know?

GAZZO
(smiles)
You think I don't hear things?

ROCKY
Paulie's sister.

BODYGUARD
(abrasively)
Hear she's retarded.

(CONTINUED)

28 CONTINUED:

ROCKY
(dryly)
She ain't retarded, she's shy.

BODYGUARD
Take 'er to the zoo -- Retards like the zoo.

ROCKY
Does that bum have to say that?

The Bodyguard reddens... Gazzo motions to his Bodyguard to relax.

GAZZO
Buddy's in a bad mood.

ROCKY
He's always in a bad mood.
(laughs)
Count ya blessin's.

The Bodyguard has been looking at Rocky with murderous eyes.

BODYGUARD
I don't like ya face.

ROCKY
Who asked ya to?

BODYGUARD
... Kiss my ass.

ROCKY
Move ya shoulders down.

Mr. Gazzo is amused. He steps out of the car, followed by Rocky.

GAZZO
(smiles)
Buddy's got a thing against ya, Rock. Never liked ya -- I can't understand the kid sometimes. Some people just hate for no reason, y'know.

ROCKY
Yeah.

GAZZO
Here's fifty bucks -- You an' the girl have a nice time.

(CONTINUED)

28 CONTINUED: (2)

ROCKY
Thanks, Mr. Gazzo.

Rocky enters his apartment and Gazzo drives off.

29 INT. JERGENS' OFFICE - DAY

The scene reverts back to Miles Jergens' office. Apollo pours over a large record book.

APOLLO
How 'bout this Billy Snow?

JERGENS
Fouls.

APOLLO
How 'bout this Big Chuck Smith?

JERGENS
Too old, dull fighter.
(points at a name)
Bobby Judge is a good boy.

APOLLO
... I don't feel any heat from the name.

JERGENS
Joe Zack is a good prospect -- Exciting boy.

APOLLO
... Still don't feel the heat.

JERGENS
(sighs)
Exactly what are you looking for Apollo?

APOLLO
... This is it!

Everybody leans forward.

APOLLO
(much amused)
Rocky Balboa -- 'The Italian Stallion' -- He's the one.

(CONTINUED)

29 CONTINUED:

JERGENS
His record's not very impressive -- He's more like a club fighter.

APOLLO
Don't matter -- That name, 'The Italian Stallion,' it's beautiful!
(laughs)
Who discovered America? An Italian, right? So man, what could be better than to fight one of his ancestors -- 'Apollo Creed vs. The Italian Stallion.' Who could miss it?

Everyone laughs.

FADE OUT.

FADE IN:

30 EXT. STREET - NIGHT

Rocky and Paulie walk towards his house... Even though it is cold and dark, a group of kids conduct an energetic game of half-ball under a street light. (Half-ball is a variation of stick-ball.)

ROCKY
(mimes throwing)
I usta be deadly at half-ball.

PAULIE
I hate the friggin' game... I'd like to talk some business.

ROCKY
What kinda business?

PAULIE
Look at my hands -- See how the joints are swollen.

Paulie extends his thick hands and tries to make a fist.

PAULIE
Inflamed joints -- Walkin' in an' out of a freezer carryin' meat plays hell on the joints.

ROCKY
Maybe ya should see a doctor.

(CONTINUED)

30 CONTINUED:

PAULIE
I don't need a doctor, I need a different job.

ROCKY
Maybe another job is the best thing.

PAULIE
Do me a favor -- Talk to Gazzo. Tell him I'm a friend an' would do a good job... Tell him I ain't bothered by nothin' an' would be a great collecter. ... Bustin' bones don't bother me -- tell him I'm a good worker.

ROCKY
Gazzo's gotta come to you.

PAULIE
I'm askin' ya to go to him -- As a favor.

ROCKY
Gazzo's gotta come to you -- Besides, it's a dirty job -- Ya think I like scarin' people.

31 EXT. ATOMIC HOAGIE SHOP - NIGHT

They continue past the Atomic Hoagie Shoppe, Inc... A group of young men pitch quarters on the sidewalk out front.

Rocky pauses... He sees Marie, the little girl from the night before hanging around with the guys.

ROCKY
... Yo, Marie!

Marie takes a deep drag on her cigarette and faces the opposite direction... The gang smiles and continues to pitch quarters.

Anger and disappointment register across Rocky's face.

PAULIE
You know her?

Rocky shrugs and the two men move off... Filling the night air is the METALLIC SOUND of pitching QUARTERS.

32 EXT. PAULIE'S APARTMENT - NIGHT

The men arrive at Paulie's home. It is at the top of a dimly-lit four story walk-up.

ROCKY
Ya sister knows I'm comin'?

PAULIE
Yeah, sure -- She's very excited.

33 INT. PAULIE'S APARTMENT - NIGHT

Paulie unlocks the apartment door and enters... Rocky stiffly follows. Paulie's sister steps out of the kitchen. A large serving spoon is in her hand... The TV is on.

She stops short and eyes Rocky... She is visibly unsettled by Rocky's unexpected presence.

ADRIAN
(weakly)
Paulie, you're late.

She looks at Rocky again.

PAULIE
Did you call the hospital?
(to Rocky)
If I'm ten minutes late she calls the hospital.

Adrian reenters the kitchen and slams the door... Paulie follows. An argument ensues and Rocky overhears.

OVER the argument is HEARD a SPORTS BROADCAST rising from the TELEVISION.

COMMENTATOR (V.O.)
... Unfortunate luck for fifth ranked heavyweight, Mac Lee Green. The slugging fighter acquired a serious fracture in his left hand after an aggressive day of sparring -- Champion Apollo Creed says he'll be 'Shopping for another victim,' to fill Green's vacancy for the Bicentennial Championship Fight to be held in Philly next month ... By the way, rumor has it that this will be the most widely-viewed sporting event in this country's history --
(MORE)

33 CONTINUED:

COMMENTATOR (CONT'D)
-- And that includes the Super Bowl, folks... Today U.S. swimmers set a new...

Meanwhile, the argument between brother and sister continues in the kitchen.

ADRIAN
... Paulie, why didn't you tell me you were bringing him home?! Look at me, I'm not ready for this.

PAULIE
Like it would make a difference if you were, right? This guy's a friend and now he's takin' ya out.

ADRIAN
No... I can't!

PAULIE
Yo, ya goin' outta the an' I don't wanna know from nothin'.

ADRIAN
Paulie, please --

PAULIE
Hey, I want ya out instamaticly. -- I'm sicka lookin' at ya hangun' around like a friggin' spider -- Go out -- Live! Do, enjoy life.

ADRIAN
... Like you?

Paulie renders a stern expression of warning then cranes his head out of the kitchen.

PAULIE
... Yo, Rock, ya gettin' hungry?

Rocky moves to Paulie and speaks softly.

ROCKY
... Maybe ya better forget it --

(CONTINUED)

33 CONTINUED: (2)

PAULIE
Forget nothin' -- Relax. Ya hungry?

Rocky shrugs... Adrian sneaks a look at him from the kitchen.

Adrian steps out. She looks flustered.

PAULIE
Hey, Rock, look who's here!

Paulie goes into the kitchen and looks into a boiling pot... He steps back out.

PAULIE
D'ya like liver stew?

ROCKY
... I use to have nightmares about liver.

PAULIE
(to Adrian)
Listen, Rocky ain't too big on liver stew. What's say youse go out to eat an' I'll eat this mung.

Adrian gives Rocky a sideward glance.

ROCKY
I'd prefer to dine out -- How 'bout you?

ADRIAN
I'd like that.

ROCKY
Okay, I'm ready.

Adrian gets her coat from the closet... She moves to the door.

Paulie opens the door and gives Rocky an encouraging smile.

ROCKY
(low)
What's ya sister like to do?

PAULIE
Bowl.

34 INT. BOWLING ALLEY RESTAURANT - NIGHT

The couple now sit in a pizza parlor at the bowling alley. In the b.g., BOWLING PINS CRASH LOUDLY. They have nearly completed their pizza. Rocky is trying his best to impress her with his brains. It is not working well.

ROCKY
... Don't you need to go to a special school to work with so many animals?

Adrian shakes her head no.

ROCKY
Sorry, I didn't hear ya.

ADRIAN
(very soft)
I only went to high school.

ROCKY
How d'you like workin' with the puppies?

ADRIAN
Fine.

ROCKY
How 'bout the snakes?

Adrian remains silent.

ROCKY
Scary?

ADRIAN
Not really... Can I ask you a question?

ROCKY
A question? -- Absolutely.

ADRIAN
Why do you fight?

ROCKY
... Ah, because I can't sing or dance.

Adrian and Rocky smile and he devours the remaining slice of pizza.

35 INT. BOWLING ALLEY - NIGHT

Rocky and Adrian are now bowling... Adrian has just completed rolling. She is excellent...

ROCKY
Nice -- Where'd ya learn this?

ADRIAN
I bowl with my brother.

ROCKY
Oh.
(standing)
Like I was tellin' ya before, fightin' usta be tops with me, but nothin' ever happened.

Rocky bowls and it careens down the gutter... It does not bother him.

ADRIAN
(warmly)
How do you mean?

ROCKY
All I wanted to prove was that I was a good pro.

ADRIAN
And you never got the chance?

ROCKY
I'm not cryin'... I still fight. Do it like a hobby.

ADRIAN
That makes me feel bad.

ROCKY
(laughs)
Hey, don't you feel bad -- I feel bad enough for both of us -- Besides I'm a southpaw. Most people won't fight a southpaw.

Adrian smiles and sips her beer... Rocky bowls again. He knocks down two pins.

ROCKY
Things probably worked out for the best, right?

(CONTINUED)

35 CONTINUED:

ADRIAN
(standing)
But you never had a chance to prove that.

ROCKY
That's very true.

Rocky removes two crumpled photos from his wallet.

ROCKY
(with pride)
... That's me fightin' Irish Charlie Flynn -- An' that's Big Baby Crenshaw, I lost, but it's a nice picture... Oh, I'm in your way.

Adrian picks up a ball and is about to roll... Rocky steps behind her.

ROCKY
... I hit hard, real hard, but I was too small. My arms were too short -- I got hit a lot, an' bled -- After some fights I was a mess. Besides, nobody wants to fight a southpaw -- I better sit down an' let ya roll.

Rocky sits. Adrian rolls and scores a strike. She returns to the table.

ROCKY
You're great -- Y'know how I got started in fightin'?

ADRIAN
By accident?

ROCKY
Not quite -- my ol' man, who was never heavy upstairs...
(taps his temple)
... told me I wasn't born with much of a brain, so I better start usin' my body.

For the first time, Adrian laughs.

ROCKY
What's funny?

(CONTINUED)

35 CONTINUED: (2)

ADRIAN
My mother told me just the opposite. She said, 'You weren't born with much of a body -- You better develop your brain.'

Rocky laughs and rolls. He faces Adrian.

ROCKY
Ya sure we didn't have the same mother an' father?

Rocky's ball travels halfway down the lane and slides into the gutter.

36 EXT. STREET - NIGHT

Rocky and Adrian move down a neighborhood street... She seems more relaxed than she's been the entire evening.

ADRIAN
... It is just hard for me to understand why anybody wants to be a fighter.

ROCKY
-- Fightin' is a stupid racket. Ya gotta be a little soft to wanna be a fighter... It's a sport where ya almost guaranteed to end up a bum.

ADRIAN
I don't think you're a bum.

ROCKY
I'm gettin' there, who am I kiddin' -- Right now I'm at least half a bum. Yeah, fightin' is a rough racket. The rough part is the mornin' after.

ADRIAN
Morning after?

ROCKY
After a rough fight ya nothin' but a large wound. It once took me an hour to walk to the bathroom...
(MORE)

(CONTINUED)

36 CONTINUED:

ROCKY (CONT'D)
... Ya body feels broken, ya head is too heavy to hold straight, ya eyes are swollen shut, can't make a fist, even ya hair feels bruised. It's a terrible sport.

ADRIAN
Why do you do it?

ROCKY
(pause)
... 'Cause I can't sing and dance.

37 INT. TRAIN STATION - NIGHT

The couple now walk through the old mammoth 30th Street train station.

ROCKY
How come ya never talked to me before?

ADRIAN
I'm not sure.

ROCKY
'Cause you're very shy, ain't ya?

ADRIAN
A little.

ROCKY
Some people think bein' shy is a disease, but it don't bother me.

ADRIAN
It doesn't bother me, either.

ROCKY
Then why did I bother bringin' it up? 'Cause I'm dumb, that's why. Ain't this place great?

ADRIAN
It's beautiful.

ROCKY
This place probably has the best a capella echo in the world.

(CONTINUED)

37 CONTINUED:

Rocky cups his hands and sings a line from the record, "I Only Have Eyes For You."

ROCKY
(singing bass)
'Shee blup blup -- Ooo shee blup blup.'
(singing high)
'My love must be kind of a blind love, I can't see anyone but you.'

ADRIAN
(delighted)
I love that song.

They both ignore the passers-by that stare rudely.

ROCKY
Now you sing the high part.

ADRIAN
No, I couldn't.

ROCKY
C'mon, take a chance - 'Shee blup blup -- Ooo shee blup blup.'

ADRIAN
(sourly)
'Our love must be kind of a blind love --'

ROCKY
Terrific!

ADRIAN
Really?

ROCKY
Oh, yeah! -- You have a future in a capella.

ADRIAN
I better practice before my next concert.

Rocky smiles and they move towards the side exit... Rocky observes a derelict sleeping on a bench... Rocky's face reveals a slight but true hint of fear.

ADRIAN
What's wrong?

(CONTINUED)

37 CONTINUED: (2)

ROCKY
... I gotta tell ya somethin'. The one thing I'm afraid of in this world is endin' up a bum on a bench.

Adrian senses Rocky's slight depression and rescues the moment.

ADRIAN
I thought you said you couldn't sing.

Rocky's face lights up and they move off.

38 EXT. STREET - NIGHT

Rocky and Adrian stroll though his neighborhood. They pass a group of men. They are DINO, Tony, BOBBY and PHIL who were singing a capella the night before... They are high.

TONY
Yo, Rock -- Where ya been?

ROCKY
(shrugs)
... Bowlin' an' strollin'.

Dino, the most drunk and chunky member of the group steps forward.

DINO
Since when did you buy a dog?

ROCKY
... What dog?

The men look at Adrian and laugh.

DINO
He don't know whether to kiss her or curb her.

The veins in Rocky's neck bulge.

ROCKY
You owe an apology.

DINO
(slurring)
Shove it -- Hey, Rover!

38 CONTINUED:

ROCKY
Lighten up, huh.

Dino shoves Rocky.

ROCKY
Y'know, everybody wants to fight me today.

Another member of the group, Bobby steps between them.

BOBBY
Yo, Rocky, we're doin' some drinkin' here. We're ya friends -- Whatta ya say, Rock -- Let's sing.

DINO
(bellowing)
I say ya nothin'!

ROCKY
What's with him?

BOBBY
(low)
... He was laid off today.

TONY
How 'bout forgettin' what was said 'bout the broad.

ROCKY
It's forgotten -- But I don't want you guys puttin' the needle to my girlfriend no more.

When Adrian hears the word girlfriend, she gets dizzy with pride... Nobody has ever defended her before.

Rocky approaches Adrian and gently touching her elbow guides her away.

39 INT. ROCKY'S APARTMENT - NIGHT

Rocky and Adrian enter his one room apartment... She is nervous and taken aback by the bleakness of the room... Everything is worthless.

ROCKY
Would you care for some water or somethin'?

(CONTINUED)

39 CONTINUED:

ADRIAN
... No thanks.

Rocky turns on his cheap RECORD PLAYER... He moves to the turtle bowl.

ROCKY
Here's the guys I was tellin' you about --
(grabbing a turtle)
-- This one is 'Cuff' an' the other's named 'Link.'

ADRIAN
D'you have a phone?

ROCKY
(slightly embarrassed)
I had it pulled. People callin' all the time. Who needs it -- Who d'you wanna call?

ADRIAN
My brother. I want to let him know where I am.

ROCKY
(lame joke)
Time to go bowlin'?

ADRIAN
What?

ROCKY
Nothin' -- D'you really wanna call?

ADRIAN
Yes, I do.

ROCKY
You sure?

ADRIAN
Yes.

ROCKY
Why? Habit?

ADRIAN
I don't know.

39 CONTINUED: (2)

ROCKY
I'll call your brother.

Rocky flings open the window and bellows like a foghorn.

ROCKY
!!Yo, Paulie -- Ya sister's okay!
I'll call ya again later.

Rocky closes the window and faces the woman... She is not smiling. She looks frightened.

ROCKY
What's the matter? Ya don't like the apartment?

ADRIAN
It's fine.

ROCKY
It's only temporary.

ADRIAN
It's not that --

ROCKY
What's the problem? You don't like me -- Don't like the turtles -- What is it?

ADRIAN
I don't think I belong here.

ROCKY
It's okay.

ADRIAN
No, I don't belong here.

ROCKY
It's all right -- You're my guest.

ADRIAN
... I've never been in a man's apartment before.

ROCKY
(gesturing)
You picked a beauty to start with.

ADRIAN
I'm not sure I know you well enough -- I'm not comfortable.

(CONTINUED)

39 CONTINUED: (3)

ROCKY
Yo, I'm not comfortable either.

ADRIAN
(standing)
I should leave.

ROCKY
But I'm willin' to make the best of this uncomfortable situation.

Adrian moves to the door... Rocky intercepts her.

ROCKY
(softly)
Would you take off your glasses?

ADRIAN
(dumbstruck)
What?

ROCKY
The glasses... Please.

She awkwardly removes the glasses and clutches them tightly.

ROCKY
Much better -- You've got nice eyes.

ADRIAN
(timidly)
... T-thank you.

ROCKY
Would you do me another favor?

ADRIAN
... What?

ROCKY
Could ya let the hair down?

ADRIAN
Why are you doin' this?

ROCKY
(almost a whisper)
... 'Cause I want ya to be my girlfriend.

After a moment Adrian lowers her hair... She is becoming rather pretty.

(CONTINUED)

39 CONTINUED: (4)

ROCKY
A movie star.

ADRIAN
Don't tease me.

ROCKY
... I like ya too much to tease.

The woman melts into the corner and begins lightly sobbing ... Rocky steps forward and fences her with his arms and body.

ROCKY
I wanna kiss ya -- Ya don't have to kiss me back if ya don't feel like it.

Rocky softly kisses the woman... Her arms hang limp. He puts more passion into the kiss and she starts to respond. Her hand glides like smoke up his back. She embraces his neck. The dam of passion erupts. She gives herself freely for the first time in thirty years.

40 EXT. GOLDMILL'S GYM - DAY

The following day, Rocky strolls down the street to Goldmill's Gym... Out front a group of young blacks stop talking and study Rocky as he passes. Rocky's eyebrows knit in confusion.

41 INT. GOLDMILL'S GYM - DAY

Rocky climbs the stairs and enters the gym... In a matter of seconds, his presence is known and the athletes stare in wonderment... The big black heavyweight contender, Dipper, throws down his towel in disgust and turns away.

Chico, the young lightweight, steps out of the locker room and sees Rocky... His dark face explodes.

CHICO
Hey, man -- What happened?

ROCKY
'Bout what?

Mickey Goldmill steps out of his office...

(CONTINUED)

41 CONTINUED:

MICKEY
Did ya get the message, kid?

ROCKY
No; message -- what message?

Mickey pulls out a card from his breast pocket... He hands it to Rocky.

MICKEY
A Rep from Miles Jergens' Promotions was lookin' for ya -- they need sparrin' partners for Creed.

ROCKY
Ya puttin' me on?

MICKEY
Here's the card.

ROCKY
When was they here?

MICKEY
'Bout an hour ago.

ROCKY
Bet they're lookin' for sparrin' partners for Creed.

MICKEY
... I said that before.

ROCKY
Spar with a Champion -- I'd do it for free!

Rocky turns from Mickey and jogs out of the gym. Mickey fumbles with his rosary beads.

MICKEY
A waste of life.

42 EXT. SKYSCRAPER - DAY

Rocky steps off a bus in mid-town Philadelphia. He hurries down Broad Street. Every few steps he breaks into a trot... He enters a skyscraper.

43 INT. OFFICE BUILDING - HALL - DAY

Rocky exits the elevator and enters the office of Miles Jergens' Productions.

44 INT. JERGENS' PRODUCTIONS - DAY

The SECRETARY is slightly startled by Rocky's excited expression.

SECRETARY
May I help you?

Rocky hands her the business card.

SECRETARY
Your name, please?

ROCKY
Balboa, Rocky Balboa.

The Secretary rises and enters Jergens' office... Rocky eyes the multitude of sporting pictures hanging on all four walls.

The Secretary returns.

SECRETARY
You may go in.

Rocky collects himself and enters...

45 INT. JERGENS' OFFICE - DAY

Miles Jergens warmly greets him.

JERGENS
Hello, Mr. Balboa -- I'm Miles Jergens -- Please, have a seat.

ROCKY
... Thanks.

JERGENS
Mr. Balboa --

ROCKY
(overriding)
Rocky.

JERGENS
Rocky, do you have any representation? A manager?

(CONTINUED)

45 CONTINUED:

ROCKY
No -- just me.

JERGENS
Rocky would you be interested in --

ROCKY
Sparrin'?

JERGENS
Excuse me?

ROCKEY
I know you're promotin' an' need sparrin' partners -- I'm very available.

JERGENS
I bet you are.

ROCKY
Absolutely -- Sparrin' with the champ would be an honor -- I'd like to be involved in this fight any way I can -- y'know what?

JERGENS
What?

ROCKY
I wouldn't take no cheap shots. I'd be a good sparrin' partner.

Jergens seems very amused. He lights a cigar.

JERGENS
Rocky, would you be interested in fighting Apollo Creed for the Championship?

ROCKY
... Like I said, I believe I would be a boss sparrin' mate.

JERGENS
Did you hear what I said?

ROCKY
Sure, an' I'm smart enough to realize that no sparrin' partner should take cheap shots at the Champ. He's just there to help condition the man.

(CONTINUED)

45 CONTINUED: (2)

JERGENS
Not spar, I'm asking whether you would be interested in fighting Creed for the championship.

The weight of the statement comes crashing down in Rocky. For a long moment he becomes nothing more than a basket case as he ponders the statement... He half regains his senses.

ROCKY
Ah, I think I -- I think I could... Ah... I'm very available.

The SCENE FADES and becomes a black and white television.

46 INT. PAULIE'S APARTMENT - NIGHT

Rocky and Adrian are at her home watching an old black and white television... They see Rocky and the champion, Creed, signing the contract. After signing, Apollo playfully shakes his fist under Rocky's nose. Rocky smiles... The film now cuts to Apollo being interviewd.

REPORTER #1
How d'you like the 'City of Brotherly Love?'

APOLLO
I like my Philadelphia Brothers. An' I'm patriotic! Two hundred years ago this town wuz hot -- Don't yo' read history? An' January first it's gonna be hot again.

Apollo has to move to the side to avoid a thrusting microphone.

APOLLO
(mock seriousness)
If yo' don't back up I'm gonna send yo' home with a microphone in yo' nose!

The Reporters laugh.

(CONTINUED)

46 CONTINUED:

REPORTER #2
Why did you agree to fight a man who has virtually no chance of winning?

APOLLO
That's how much you know -- If history proves one thing, everybody has a chance -- Didn't yo' all ever hear of, David an' Goliath? -- 'Course I woulda knocked out Goliath.

REPORTER #3
It is a coincidence that you're fighting a white man on the most celebrated day in the country's history?

APOLLO
White?!! I thought he wuz a albino colored person.

REPORTER #1
What're your feelings about the challenger?

APOLLO
He's a good local boy -- I hear he's Italian.

REPORTER #1
What does that mean?

APOLLO
It means if he can't fight -- I bet he can cook!

Rocky and Adrian laugh at the interview... Paulie, her brother, take offence.

PAULIE
Do me a favor -- His lungs, punch them out.

ROCKY
Yo, relax.

ADRIAN
Paul, please.

(CONTINUED)

46 CONTINUED: (2)

Rocky's interview now fills the screen. Rocky squints and looks nervous under the hot lights.

REPORTER #2
This is your largest payday ever -- How do you feel about it?

ROCKY
Feel? I dunno... Happy.

REPORTER #2
How will you fight Apollo Creed?

ROCKY
Ah -- The only way I know how.

REPORTER #3
How's that?

ROCKY
(softly)
With my hands.

REPORTER #1
Where did you get the name, 'Italian Stallion?'

ROCKY
Went to a rodeo 'bout nine years ago an' stepped in a pile of hot horse.

REPORTER #2
Is it true the most you've ever made in a prizefight is six hundred dollars?

ROCKY
Five hundred.

REPORTER #2
And now your payday will be one hundred and fifty thousand dollars. Any comment?

ROCKY
Ah, it's very long bread. Listen, I wanna say hi to my girlfriend -- Yo, Adrian Klein!

Adrian blushes and laughs.

(CONTINUED)

46 CONTINUED: (3)

ADRIAN
Oh, Rocky!

PAULIE
(dry)
Christ.

ADRIAN
You didn't!

ROCKY
Sure I did. You heard.

They continue to watch the remainder of the interview... The head COMMENTATOR is looking directly into the camera.

COMMENTATOR
A Bi-centenial Fight -- January first. It will be the first sporting event on our two hundreth birthday and is already being called by many the greatest mismatch in sports. history.
(sarcastically)
What is a Rocky Balboa? At the State Athletic Commission, Larry Duggan reporting.

PAULIE
(irate)
The guy's a friggin' moron.

ADRIAN
Why don't you stop.

PAULIE
Yo, mouth -- if ya don't like it go in the kitchen an' close the door -- Yo, Rock -- now ya'll be lookin' for people to help, right?

ROCKY
Help what?

PAULIE
Y'know, to help train ya an' keep ya livin' clean -- Y'know, ya'll be needin' people to get involved with ya life.

ROCKY
I'll do okay.

(CONTINUED)

46 CONTINUED: (4)

PAULIE
Ya gotta have a guy help ya exercise. Ya need a guy to rub ya down, a guy to get ya food on time, mebbe somebody to be standin' by with a towel when ya need it... Ya need a guy to even run errands, y'know.

ROCKY
Hey, who cared about me yesterday, huh? Nobody -- No, I think I'm gonna train myself.

PAULIE
Without havin' good people around ya I don't think ya have a good chance.

Adrian is not happy with her brother's overbearing attitude. She faces him.

ADRIAN
Einstein flunked out of school... twice.

47 INT. HALLWAY OF PAULIE'S APARTMENT - NIGHT

Rocky stands in Adrian's doorway. He kisses her.

ROCKY
See ya tomorrow.

Rocky moves down the stairway and continues to do so as he converses with Adrian who remains upstairs. His VOICE ECHOS up the stairwell.

ROCKY
How'd ya like hearin' ya name on TV?

ADRIAN
I dunno -- I was shocked.

ROCKY
It sounded real nice.

ADRIAN
Why did you do that?

ROCKY
C'mon, you know why.

(CONTINUED)

47 CONTINUED:

ADRIAN
What time should I expect you?

ROCKY
'Bout seven.

ADRIAN
I'll be waiting.

Rocky is now on the ground floor yelling up to Adrian on the top floor landing.

ROCKY
Y'know how I said that stuff on television didn't bother me?

ADRIAN
Yes.

ROCKY
It did.

As Rocky completes the last word he exits the building and slams the door which resounds thrcughout the apartment house.

48 INT. PAULIE'S APARTMENT - DAY

Adrian re-enters the apartment. Paulie is in the kitchen rummaging through the icebox. He appears tense.

Adrian enters.

ADRIAN
Do you want something to eat?

PAULIE
Ya mean ya feel like doin' a good deed? I tell ya what ya can do. Get outta my life.

ADRIAN
What's wrong? Did I do something wrong?

Paulie waves her away and with mounting aggravation digs into the cluttered icebox.

(CONTINUED)

48 CONTINUED:

ADRIAN
I don't remember saying anything wrong.

Paulie begins placing assorted foods on the table.

PAULIE
(contained anger)
That's right, Adrian, you din't say nothin' -- where's the goddamn bread!

Adrian nervously steps forward and reaches into the icebox and retrieves a sorry-looking loaf of bread. She places it on the table.

Paul begins making himself a large sandwich, but his body language indicates great inner turmoil.

PAULIE
You an' Rocky gettin' along okay?

ADRIAN
... Yes.

Paulie continues to construct the sandwich. Adrian lowers herself to a chair.

ADRIAN
Can I do that for you?

PAULIE
I'll do for myself. What do yous talk about when ya alone?

ADRIAN
Different things.

PAULIE
Anything about me?

ADRIAN
No.

Paulie's hand tightens around the sandwich and he smashes it against the wall.

PAULIE
<u>See</u>! Ya makin' me so sick inside I can't eat!! Ya makin' me act like an animal!

(CONTINUED)

48 CONTINUED: (2)

Paulie stands and as a gesture of frustration grabs the icebox and shakes it. He cools down and speaks softly.

PAULIE
I got ya both together. Couldn't ya put in a good word for me -- say somethin' good so maybe I could get involved with this fight -- But you don't think like that, do ya? I wouldn't even mind carryin' the towels, but ya don't even think about puttin' in a good word. Go to bed, Adrian.

ADRIAN
I'm sorry.

Adrian rises and exits the room. Paulie slumps into his chair and looks off into space.

49 INT. GAZZO'S CAR - NIGHT

The Bodyguard drives. Gazzo is in the front seat, Rocky in the back.

ROCKY
Y'know I won't be able to work for ya no more.

GAZZO
Hey -- if a good man can make a better life, let him make it.

ROCKY
I feel bad about walkin'.

GAZZO
Take your shot, kid -- You got money for trainin' expenses?

ROCKY
A few bucks.

Gazzo takes out a wad and peels off several bills.

GAZZO
Five hundred -- Pay me back when ya can.

(CONTINUED)

49 CONTINUED:

ROCKY
With vig?

Gazzo looks at the Bodyguard and shakes his head as if to imply "Why's this guy asking such a foolish question?"

The car pulls over to the curb and stops.

50 EXT. STREET - NIGHT

GAZZO
(smiles)
No interest -- Now you gonna win?

ROCKY
I'm gonna try.

Rocky opens the rear door and gets out.

GAZZO
Do me a favor.

Gazzo pats the fighter's shoulder.

GAZZO
Drink that eightball's blood.

The car pulls away leaving Rocky on the sidewalk.

51 INT. GAZZO'S CAR - NIGHT

BODYGUARD
The nigger'll bury him.

52 INT. ROCKY'S APARTMENT - NIGHT

Rocky returns home and enters his apartment. After turning on the light, he flips on his RECORD PLAYER. He now feeds the turtles.

ROCKY
Soon you punks'll be eatin' steak.

Rocky notices two telegrams laying inside the threshold. He approaches them with a sense of awe. He opens and reads one. Settling on the bed, he reads the other.

(CONTINUED)

52 CONTINUED:

A KNOCK IS HEARD. Rocky opens the door. Mickey Goldmill, the gym owner, stands framed in the doorway.

MICKEY
(stiffly)
I seen the light. I figure somebody was home.

ROCKY
Hey, Mickey -- whatta ya doin' here? Here, sit down.

Rocky tosses soiled clothing off a mangled arm chair.

ROCKY
Best seat in the house -- Hey, Mick, this is too much.

MICKEY
How do you mean?

ROCKY
I'm usta seein' ya at the gym, but seein' ya here, in my house, it's kinda outta joint.

By the manner in which Goldmill listens it is obvious something important is preying on his mind.

Rocky is slightly uncomfortable, almost embarrassed at having outsiders see how he lives.

ROCKY
Ya had to come on the maid's day off, right?

MICKEY
Listen, Rock, you're a very lucky guy.

ROCKY
For sure.

MICKEY
What's happened is freak luck.

ROCKY
Freak luck for sure.

(CONTINUED)

52 CONTINUED: (2)

MICKEY
Look at all them other fighters. Real good boys. Good records. Colorful. Fight their hearts out for peanuts -- But who cared? Nobody. They got it shoved in their back door. Nobody ever give them a shot at the title... But you gotta shot.

ROCKY
(uneasy)
Freak luck is a strange thing. Want some water?

Mickey does not hear the question. His attention is drawn to the turtles.

MICKEY
Whatta' those?

ROCKY
Turtles -- domestic turtles.

MICKEY
(businesslike)
Anyway -- I'm here tellin' ya to be very careful with this shot. It don't come again. You need the best trainin' and advice you can get.

ROCKY
I'll try an' get it.

Mickey looks hard into Rocky's eyes.

MICKEY
You need a manager. An advisor. Fifty years in the business, I am. I've done it all, there ain't nothin' about pugilism that ain't up here.

He lights a half-smoked cigar.

ROCKY
(at a loss)
Fifty years, huh.

(CONTINUED)

52 CONTINUED: (3)

MICKEY
(stronger)
Fifty years. My rep is known.
A good rep can't be bought,
but I don't have to tell you that.

ROCKY
You're a known person, Mick --
want some water?

MICKEY
No -- Rocky, d'ya know what I done?

ROCKY
(uneasy)
What?

MICKEY
(driving each
word hard)
I've done it all.

ROCKY
Yeah.

MICKEY
I've seen everything. Believe
what I'm tellin' ya -- I even
seen Firpo knock Dempsey outta
the ring in 1923, September 14.

ROCKY
(softly)
Ya got a good mind for
rememberin' dates.

Mickey deafly continues, becoming more engrossed every second.

MICKEY
New Years Eve, 1952 -- I seen the
only time Jake LaMotta's legs give
way under a Danny Nardico right
... Jake the Bull... And, Kid, I
think Marciano woulda beat the
whole German Army in his prime.
Christ, I remember that bastard.
Stay outta small planes.

Rocky points to his most prized possession.

(CONTINUED)

52 CONTINUED: (4)

ROCKY
There's his picture.

MICKEY
Y'know, ya kinda remind me of the Rock. Ya move like 'im.

Mickey has rung the bell. Nothing could please Rocky more than being compared to his idol.

ROCKY
Really think so?

MICKEY
Ya got heart.

Rocky shifts against the wall and lowers himself into a crouch.

MICKEY
Christ, I know this business. Rocky, I even remember when the middleweight jinx began -- startin' with Stanley Ketchel. Shot dead in 1910. Shot he was. Harry Greb an' Tiger Flowers dyin' from bad eye operations -- quack bastards. Billy Pape, suicide in '36. Kid McCoy in '40... Al 'Bummy' Davis, a personal friend, almost let me handle him once. Killed in a Brooklyn Bar in '45... Cerdan, Sands, Don Lee, Bobby Horn takin' by way of freak accidents. Turpin shot in '66. Rocky, I got knowledge. I wanna give that knowledge to you.

Rocky rises and absently begins toying with the turtles.

ROCKY
(quietly)
I needed ya ten years ago, Mick.

MICKEY
Respect, I always treated ya with respect.

ROCKY
Didn't need respect -- I needed coachin'.

(CONTINUED)

52 CONTINUED: (5)

MICKEY
I always knew ya had heart. I give ya a locker when ya needed it. I never charged ya.

ROCKY
Ya gave it to Dipper.

MICKEY
(almost beggin)
Rocky, I'm askin' man to man. I wanna be ya manager.

ROCKY
The fight's set -- I don't need a manager.

MICKEY
I know more than anybody in Philly. You can't buy what I know! Ya can't. Ya need critical eyes -- eyes like mine. I've seen it all!

ROCKY
Mick, I gotta take my shot alone. Can ya understand that?

MICKEY
Please, kid.

ROCKY
(tightly)
What ya doin' ain't right. Ten years ago ya coulda helped me along. Ya didn't. Whatever I got, I always got on the slide. This title shot's no different. I didn't earn nothin' -- I got it on the slide.

MICKEY
If you wanted my help, why didn't ya ask? Just ask.

ROCKY
I asked but ya never heard nothin'!

Mickey's strength seems to wane with every second. The old man slips to the floor. Mickey kneels in front of Rocky, yet maintains a look of rigid dignity.

(CONTINUED)

52 CONTINUED: (6)

MICKEY
Fifty years in the business, an'
I never had a winner. Rocky,
I'm seventy-nine years old.
Your shot is my last shot.

Rocky is choked and goes into the bathroom and closes the door.

Mickey struggles to his feet and, like a beaten man, leaves.

Several moments later Rocky steps out and lowers himself into bed. Springing up a second later, he runs outside.

53 EXT. STREET OF ROCKY'S APARTMENT - NIGHT

Rocky races up the block toward the shadowy and hunched form of Mickey Goldmill. Way in the distance we SEE Rocky stop the old man beneath a street lamp. He places an arm around his shoulder.

54 INT. ROCKY'S APARTMENT - PRE-DAWN

The following morning Rocky's ALARM CLOCK GOES OFF at exactly four A.M. Not accustomed to rising this early, with great difficulty Rocky staggers to his feet and wavers to the bathroom. He turns the light on. Three million roaches scatter, another two million don't budge.

At the top of the mirror hang the telegrams. Rocky fills the basin and submerges his face in cold water.

Rocky sways to the icebox and removes a dozen eggs. He cracks five raw eggs into a glass and downs it in one swill... his body quivers.

55 EXT. STREET OF ROCKY'S APARTMENT - PRE-DAWN

Rocky steps outside. He is dressed in a well-worn sweat suit with a hood, gloves and sneakers. It is pitch dark and his steaming breath attests to the cold.

He begins running down the center of the deserted street. He can only be clearly SEEN as his form passes beneath the stret lamps.

Two garbage men stop hoisting cans to watch him pass.

56 EXT. STAIRS - DAWN

Rocky stands at the base of an overwhelmingly steep flight of stairs. He stares up at the stairs that nearly disappear into the morning gray. Taking a deep breath, he starts up. From the start he looks out of shape and halfway up his legs give way. Standing, he brushes off and descends the stairs.

57 EXT. CITY HALL - DAWN

Rocky passes City Hall and veers to the river. He pauses, heaving great gusts of exhausted breaths. He throws several lazy jabs in the air and walks awhile with hands on his aching sides. Men delivering the morning papers observe with amusement.

Rocky forces himself to begin running again.

58 EXT. ELEVATED TRAIN STATION - DAWN

Heading along Spring Garden Street, Rocky passes beneath an elevated train station. The ROARING TRAIN overhead seems to blend perfectly with his muscular running style.

59 EXT. DOCKS - DAWN

The sky is beginning to lighten. The fighter now runs along the piers and past anchored freighters.

60 EXT. EASTERN PACKING CO. - DAWN

It is five-thirty and Rocky approaches the loading platform belonging to Eastern Packing Company. Alongside the loading platform come several boxcars.

Rocky mounts the ramp and knocks on the metal door. It soon opens and Paulie guides him inside. Paulie is drunk.

61 INT. SHIPPING OFFICE - DAY

PAULIE
How ya feelin'?

ROCKY
(panting)
The juice is flowin'.

(CONTINUED)

61 CONTINUED:

PAULIE
I got whiskey here.

ROCKY
Don't need it -- I'm feelin' good.

Rocky notices TWO PUERTO RICANS lounging in the shipping office. Paulie and Rocky enter.

PAULIE
This is the guy who's fightin' Apollo Creed.

JOSE
(heavy accent)
Good luck -- Yo' kill him, man.

PAULIE
Rocky'll be comin' by every mornin' to pick up some choice -- can't train on that store crap.

Rocky smiles and Paulie leads him out of the office and to the large metal door of a walk-in refrigerator.

62 INT. FREEZER - DAY

They enter. The freezer resembles a modern torture chamber... row upon row of hanging slabs of beef stretch into the darkness to the far end of the refrigerator. The blower overhead causes the men to speak loudly.

PAULIE
(teasing)
If ya don't pay Gazzo, ya end up hangin' on the hook, right?

ROCKY
Gazzo's a good man.

PAULIE
How 'bout you talk to 'em about me?
(tightly)
Please do me that favor.

ROCKY
Keep this job, ya eat better.

(CONTINUED)

62 CONTINUED:

Paulie opens a jack knife and idly jabs the hanging meat. He swills whiskey from a pint bottle.

PAULIE
Y'know, d'ya think you an' my sister -- ah, doin' good together?

ROCKY
Whatta you think?

PAULIE
Ain't sure, what's the story?

ROCKY
What?

PAULIE
The story -- what's happenin'?

Paulie speaks like a man who has been mulling this over for quite awhile.

PAULIE
Ya really like her?

ROCKY
Sure I like her.

PAULIE
(nervous laughter)
What's the attraction? I don't see it?

ROCKY
I dunno -- she fills gaps.

PAULIE
What gaps?

ROCKY
(shrugs)
She got gaps. I got gaps -- together we fill the gaps.

PAULIE
(sharply)
You ballin' her?

ROCKY
Don't talk like that about ya sister.

(CONTINUED)

62 CONTINUED: (2)

PAULIE
(tersely)
C'mon, ya screwin' her?

Rocky looks him hard in the eye.

ROCKY
(a threat)
Cold in here, ain't it?

Paulie gets the point. He steps forward and slams his fists in a hanging beef.

The punching of the beef is a muted challenge and Rocky responds.

Rocky walks up to a beef and slams his fist into the ribs.

The grotesque object swings in a wide arc like a hanging corpse. Rocky moves to the next one and hooks.

Rocky's face reveals a never before seen concentration, as though he were locked in total battle.

PAULIE
Hit the rump. The rump! Ya'll break the ribs!

Rocky speeds up and continues pounding on the second row of beef. Paulie's eyes widen and his face grimaces with every punch, like he were receiving it. Rocky moves into the dark recess of the refrigerator. Only the dull SOUNDS of his POUNDING FISTS CAN BE HEARD.

Rocky works his way to Paulie again. Every hanging beef swings and appears surrealistically alive.

PAULIE
We do that to Creed an' they'll take us to jail for murder.

Rocky looks at his hands. They are drenched in red up to the elbows with beef blood.

Paulie hands him a package of beef.

PAULIE
Five pounds fresh choice. Enjoy.

ROCKY
Thanks.

(CONTINUED)

62 CONTINUED: (3)

Rocky takes the package and runs out. Paulie's bleary eyes reveal a fearful respect and slight resentment.

63 INT. PAULIE'S APARTMENT - DAY

Before Rocky can knock, the door opens. Adrian is fully dressed and looking pretty.

ADRIAN
I heard you coming.

Rocky kisses her and hands over the meat.

ROCKY
Good man your brother.

Without delay Adrian goes to the kitchen. The table is set. She places two large slabs of meat in the pan.

ADRIAN
Rocky, can you eat all this?

ROCKY
All of it, yeah.

Adrian kisses Rocky on the cheek. He recoils.

ROCKY
No foolin' around during trainin'.

ADRIAN
Really?

ROCKY
That's the way it is.

ADRIAN
I understand.

Adrian sprinkles spices on the steak and turns to Rocky and kisses him again. It is a more intense kiss.

ROCKY
Ya, no sex durin' trainin' -- understand -- ya got to be strong, ya know.

ADRIAN
Sure.

(CONTINUED)

63 CONTINUED:

Adrian kisses him playfully. Rocky responds. He looks at the meat.

ROCKY
Will that steak keep?

Adrian nods yes.

ADRIAN
Sure, it won't go bad in five minutes.

ROCKY
Five minutes!

ADRIAN
All right, ten minutes.

ROCKY
Whatta you sleep with, a stop watch?

ADRIAN
Nothing wrong with being fast, Rocky. Just think if there was a fire, you'd be saved for sure.

ROCKY
Oh, are you gettin' dirty... Now ya better put the steak in the freezer.

ADRIAN
(overriding)
Plan on setting a world's record?

Adrian places the meat in the freezer and Rocky grins.

64 INT. GOLDMILL'S GYM - DAY

Goldmill's Gym is filled to capacity. The NOISE IS DEAFENING. Rocky pounds a heavy bag. Mickey steps forward and removes a piece of string from his pocket.

MICKEY
(passionate)
Stop! Stop! I can't stand it! It's clumsy. You're off balance.

(CONTINUED)

64 CONTINUED:

He motions to his bullish helper, Mike. He hands him the string.

MICKEY
Tie it to both ankles -- Leave two feet of slack.

ROCKY
I never had good footwork.

Mike completes the task.

MICKEY
Forget the footwork -- You're off balance. The legs are sticking everywhere. Marciano had the same problem, an' the string cured it. When you can hit and move without breakin' the string you'll have balance.

MIKE
You'll be a very dangerous person.

Two young boys in street clothes interrupt Mickey.

BOY
Rocky, could we have your autograph?

ROCKY
... Sure.

MICKEY
(irate)
Don't you boys ever interrupt when I'm conductin' business, or I'll kill you both -- Go away.

The boys depart.

ROCKY
Yo, Mickey --

MICKEY
Autographs! Ya wanna be a writer or a fighter? Let's work.

Mike looks off across the gym.

MIKE
... we got visitors.

(CONTINUED)

64 CONTINUED: (2)

Mickey strains his eyes to see a group of REPORTERS and NEWS CAMERAMEN entering his gym.

MICKEY
(approaching)
Can I help you guys?

REPORTER
(to Cameraman)
Set the camera up over there.
(to Mickey)
We're from Channel Seven --
Covering the pre-fight training.

MICKEY
I own the place.

The Reporter has a hundred things on his mind... he turns from Mickey and nods to his crew... the other television crews rush to set up.

SOUND MAN
Rolling here.

CAMERAMAN
Speed here.

REPORTER
(to the camera)
We're here at Goldmill's Gym --
A Philadelphia landmark of sorts
since 1929 -- The stench of toil
permeates every corner. The sweat.
A trademark of a unique profession...
Yet, the most unique fixture is an
unknown heavyweight named The
Italian Stallion, Rocky Balboa.

The camera turns to Rocky.

ROCKY
(to Mickey)
Should I do this?

Mickey nods and Rocky faces the glaring lights.

REPORTER
So much has happened lately --
Has it changed your life style
much?

(CONTINUED)

64 CONTINUED: (3)

ROCKY
... People talk to me more.

REPORTER
How're you preparing for this Bicentennial bout?

Chico the lightweight yells out:

CHICO
He reads fuckin' history books, man!

The gym explodes with laughter.

REPORTER
(flushed)
We can cut that out later. Apollo Creed says he'll let you stay three rounds before he puts you away.

ROCKY
(honestly)
Apollo's a great fighter.

REPORTER
Do you feel you have a chance?

ROCKY
Maybe --

He faces Mickey. Mickey whispers in his ear.

ROCKY
I'll tear his head off.

REPORTER
Do you have anything derogatory to say about the Champion?

ROCKY
Derogatory? Yeah, he's great.

Apollo Creed and his entourage enter the gym.

APOLLO
(bellowing)
I am the Champion of the World!!

The gym freezes... everyone turns and stares in wonderment... Mickey Goldmill shakes his head in disbelief. He now realizes it is a publicity stunt.

(CONTINUED)

64 CONTINUED: (4)

APOLLO
(approaching Rocky)
I am gonna take this man an' whup him good -- I'm gonna whip you like butter an' smear you around that ring!

Rocky is dumbfounded by Creed's electric presence.

APOLLO
(to the cameras)
This fight is gonna be a classic! This fight is gonna go down in history -- the Bicentennial fight! January first I'm gonna put this man in orbit. I'm gonna be the first man to bounce another man offa Pluto!!!

Dipper, the black heavyweight contender, stands in the far ring. The attention Rocky receives makes him a killer... he faces his trainer.

Apollo is animated and gathering steam.

APOLLO
I'm young -- Fast! I'm movin' on into the twilight zone -- I'm so fast I get speedin' tickets just walkin' down the street!

Everyone laughs, including Rocky... Dipper meanders across the room like a large snake. He brushes people aside and comes up behind Rocky. He nudges him... Rocky thinks it's an accident and ignores it.

Dipper nudges it harder... Rocky looks questioningly.

DIPPER
(purposely loud)
Ya nothin', boy!

Apollo stops his sales pitch in mid-sentence... the television crew snaps around towards Dipper.

DIPPER
That's right -- I say ya nothin'!

MICKEY
What's happenin' here?

(CONTINUED)

64 CONTINUED: (5)

DIPPER
I'm happenin'! This pig iz takin' my shot -- I iz a contender. He's nothin'.

ROCKY
(dumbstruck)
Yo', Dipper, why're ya --

DIPPER
(shaking his fist)
Spar me in front of these here TV dudes -- I knock ya ass to Jersey!

Dipper's fat black trainer holds out his hands and Dipper slaps them soul style.

MICKEY
(to Dipper)
You can forget about sparring, kid.

DIPPER
Yo' know I iz the best man here! Yo' said so yoself!

MICKEY
(almost apologetically to the crew)
Why let Rocky here take a chance on cuttin' or breakin' a hand? -- Take a shower, Dipper.

DIPPER
Don't mouth me, old man, I'll knock yo' out too. C'mon, wop, spar me, let everybody see who's got the heat around here.

Silence looms over the gym... Apollo is apprehensive. The scene is becoming too real. The frightened television crew slyly begins putting away their expensive equipment.

DIPPER
(insanely)
Man, yo' best keep them cameras out! Fight me, boy! Let Creed here see the kind of punk he's fightin'!

Mike forces his way through the crowd and stands behind Rocky.

(CONTINUED)

64 CONTINUED: (6)

MIKE
Don't chance it, man -- He's sick.

MICKEY
This is gettin' outta hand --
Rocky will fight in the ring
January first, not here!

DIPPER
Yo' yellow, old man.

MICKEY
Not yellow, cautious.
(to the crew)
See, it's very easy for a fighter
to accidentally hurt --

Dipper suddenly steps forward and slaps Rocky very hard across the side of the head... The gym becomes stone cold. Dipper is in total command and enjoying every moment of it.

DIPPER
If yo're afraid to fight me, then
get down an' kiss my feet, boy.

Mickey looks nervously around and knows it's only seconds before the blood will run... Rocky stands motionless.

MICKEY
(softly)
Let's take a walk, Rock. Please,
don't take a chance. He wants to
hurt you so you can't fight.

Rocky swallows his pride. He still has the string around his ankles. He starts to shuffle away with Mickey... Dipper steps forward and viciously slaps Rocky again.

Mike jumps forward.

MIKE
Why you tryin' to cut'im, man!
Back off, scumbag, or I'll bite
your face!

Dipper cuts loose with a hook and knocks Mike flat. The room reeks of fear... Apollo's eyes flick back and forth between Rocky and Dipper. Apollo taps his bodyguards and they begin to ease away.

(CONTINUED)

64 CONTINUED: (7)

DIPPER
... Now, boy, kiss my feet.

Rocky eyes his friend lying on the floor. He shuffles forward and stands before Dipper.

DIPPER
(almost a whisper)
... Kiss'em.

Rocky looks at Mickey, then lowers his eyes to Dipper's feet... Dipper smiles. Rocky starts to bend towards the shoes. Without warning he explodes with a pair of combinations into Dipper's exposed ribs. A CRACK is HEARD and Dipper sinks to the floor writhing in pain... The room is silent except for Dipper's moaning.

Apollo is stunned by the scene. The gym has become a very gloomy place. He eyes Rocky with admiration and a hint of apprehension... He leaves.

Mickey is the first one to shake off the chill... He shakes his fists at the Reporters and puts his arm around Rocky.

MICKEY
The kid's got cannons -- Print that.

The crowd disperses leaving Dipper a pathetic and broken figure lying on a dirty gym floor.

65 EXT. GOLDMILL'S GYM - DAY

Apollo hurries down the steps to the street. He has been flustered, frightened and inconsolably aggravated.

His voice is now a piercing shrill.

APOLLO
Man, I come here to do publicity, not get killt!

BODYGUARD
Right on, Bro'.

APOLLO
(inflamed)
Don't need nothin' -- I'm a millionaire! I got the future! I ain't got no time to get jived in no dirty gym! -- I know kings -- I mix with royalty!

(CONTINUED)

65 CONTINUED:

BODYGUARD
Shouldn't of come here, bro'.

APOLLO
I come to do publicity! But I ain't gonna stand in no dirty gym an' maybe get hit upside the head -- Them boys ain't got nothin' to lose -- I'm priceless, man!

Apollo and his crowd pile into the limousine and it speeds off.

66 INT. MICKEY'S OFFICE - DAY

Mickey is in his cluttered office above the gym... the room is dark. Blankets are tacked over the windows. Rocky is watching 8mm movies of Apollo Creed in action... Rocky watches with intense concentration as the fighter moves like a huge dancer around the ring.

MICKEY
His defense is great, can't lie 'about that -- You have a rollin' style. Can't retreat as fast -- But your style ain't retreatin'.

They both watch the flickering images.

MICKEY
See how he plays sometimes -- Not smart. Drives his cornermen crazy. Nobody knows his next move -- Him included.

They watch more action... Creed has a fighter helpless against the ropes.

MICKEY
Killer instinct -- Ya both got the killer touch. Interestin'. See that! -- Right-cross combination. Beautiful, but no steam -- You've got the power... rip the body. Then uppercut.

They watch more action.

(CONTINUED)

66 CONTINUED:

MICKEY
You've got the power to cut him inside... See how he's talkin' to the other fighter -- Whenever a fighter talks, charge'em, when he talks it means his mind ain't on defense...

On Mickey's voice and Rocky staring transfixed at the images projecting on the wall...

FADE OUT.

FADE IN:

67 EXT. EASTERN PACKING COMPANY - DAWN

It is early morning and as usual Rocky jogs to the meat-house. He is stopped short when he notices several television news vans parked out front. He enters the meathouse and is accosted by several reporters and men with mini-cameras.

Rocky ignores the chattering reporters and immediately looks around for Paulie. He sees Paulie on the other side of the room and they both cross at the same time.

PAULIE
Yo, Rock. I made a few phone calls and thanks to me you are going to be a celebrity.

ROCKY
I ain't here to be a celebrity, I'm here to smack meat. Paulie, what do these guys want?

PAULIE
They just want to see you train.

At this moment Rocky is nearly pounced upon by a TV COMMENTATOR who faces him towards a mini-camera.

TV COMMENTATOR
Heavyweight challenger Rocky Balboa has an unusual method of training and in a moment he is going to demonstrate it for our viewing audience -- But first, Rocky, how did you ever come to train in an icebox?

(CONTINUED)

67 CONTINUED:

ROCKY
Ah -- Ah, I don't train here all the time, but my buddy, Paulie, let me in one day and I hit a piece of meat an' liked it -- An' since I become a challenger, the owner don't mind neither.

COMMENTATOR
Would you give us a demonstration?

ROCKY
... Sure.

Rocky steps over to a hanging beef and begins pounding with incredible intensity... Everyone present is taken aback. Rocky completes hitting the meat and stands there with his hands dripping beef blood.

ROCKY
I'm ready for Creed.

68 INT. APOLLO'S HOTEL ROOM - DAY

Apollo Creed sits in his plush apartment watching Rocky's bloody exhibition on the news... Everyone present is joking about Rocky's ridiculous training methods... Creed looks at the screen somberly and appears very concerned.

69 INT. EASTERN PACKING COMPANY - DAY

The meathouse has now been deserted by the news media. Rocky confronts Paulie.

PAULIE
I thought I was doing you a favor.

ROCKY
Look, do me a favor in other ways, I mean I was embarrassed in front of all these guys.

PAULIE
I just want to get, you know, a little involved, you know.

ROCKY
... yeah.

(CONTINUED)

69 CONTINUED:

Rocky takes a parcel of meat out of Paulie's hand and jogs away... Paulie looks hurt and returning to the meathouse he removes a flask from his rear pocket.

70 EXT./INT. ROCKY'S APARTMENT BUILDING - SUNSET

Near sunset Rocky jogs up to his apartment... Entering the building he stops short. Adrian comes INTO VIEW.

ROCKY
(weary but cheerful)
Yo!

ADRIAN
Yo!

As Rocky approaches he sees a gigantic bull-necked mongrel curled against the staircase... The dog sees Rocky and:

ROCKY
Hey, Butkus! What's he doin' here?

ADRIAN
To keep you company when you run.

ROCKY
This a gift? The owner never came back?

ADRIAN
He's yours if ya want'im.

ROCKY
What's he eat?

ADRIAN
I'd say just about anything he wants.

ROCKY
Yo, Butkus -- Wait till the turtles see this monster.

ADRIAN
(enjoying the moment)
Let's go in an' I'll show you the next surprise.

71 INT. ROCKY'S APARTMENT - NIGHT

They enter the dismal apartment... On the floor are at least ten telegrams. Rocky scoops them up and tosses them aside. Next to the door is a pile of over a hundred telegrams.

ADRIAN
Don't you open them anymore?

ROCKY
They either say, 'Kill the nigger' or 'Hope you die, Honky.' -- What ya got in the bag?

Adrian steps to the window. She pulls a pair of short, but lovely curtains from a shopping bag... The colorful curtains glare in the dark room.

ADRIAN
Like?

ROCKY
Pretty -- Real nice.

ADRIAN
Really -- You don't think they're overly feminine?

ROCKY
No... Nice.

Adrian pulls out a small Christmas wreath... Rocky smiles. His eyes show what he feels for this woman.

Adrian pulls out a T-shirt. She unfolds the garment... stenciled across the front is "WIN, ROCKY, WIN." Rocky smiles, but behind the smile is uncertainty. Adrian pulls out a smaller shirt for herself.

ADRIAN
I thought it might be cute.

ROCKY
It's real nice...

Rocky smiles and takes the shirt.

72 INT. GOLDMILL'S GYM - DAY

Rocky pounds the heavy-bag with fierce determination... Mickey approaches with a bald man of fifty.

(CONTINUED)

72 CONTINUED:

MICKEY
This is our cut-man -- Benny Saperstein.

Rocky is so engrossed in his workout he quickly nods and smiles and continues his ever increasing, grueling training.

MICKEY
(to Benny)
... He's gonna do it.

ROCKY
I'm gonna do it!

73 EXT. STREET - PRE-DAWN

Rocky is running at pre-dawn... For extra weight he carries his dog cradled in his arms. He pauses at a storefront window and does a few seconds of shadowboxing... The dog barks... he lifts the dog and continues.

74 EXT. EASTERN PACKING COMPANY

Rocky dashes through the meathouse... he pounds the hanging beef and runs past Paulie, who hands him a package of meat.

Paulie is looking despondent... he rubs his swollen hands together. Rocky's attitude has changed and he is the picture of the possessed athlete.

PAULIE
(low)
Ya lookin' good. Ya must be gettin' excited.

ROCKY
... Yeah.

PAULIE
(without pride)
Did y' sister tell ya -- I might be put on the truck... Y'know, local deliveries. Glad I'm gettin' outta the freezer, I can't make a fist no more.
(smiles)
... How ya doin' with the guys at the gym? Got enough help?

(CONTINUED)

74 CONTINUED:

ROCKY
Yeah.

PAULIE
Ah, did ya -- ah -- ya happen to tell Gazzo 'bout me?

ROCKY
Gazzo's gotta come to you -- Catch ya later.

Like a piece of machinery, Rocky runs away as his dog snaps at the package of meat.

Paulie rubs his sore hands and watches Rocky disappear from view... He takes a swig of whiskey and enters the hazy freezer.

75 EXT. ROCKY'S STREET - NIGHT

It is a moonless night and Paulie staggers across the street and enters his building. He moves up the stairs and stands in front of his door. He is about to enter when he hears Rocky and Adrian TALKING inside...

Trembling with rage, Paulie slams into the door and it bursts open...

76 INT. APARTMENT - NIGHT

Rocky and Adrian stand in the kitchen stunned.

Paulie stands there roaring drunk and reeking with hostility.

PAULIE
(slurs)
Why is he here!

ADRIAN
Who?

PAULIE
Who d'ya think? Huh? Who d'ya think?

ADRIAN
What's wrong?

(CONTINUED)

76 CONTINUED:

PAULIE
(to Rocky)
I want ya outta here -- Go home!
Ya ain't my friend no more.

ADRIAN
Paul --

ROCKY
What's the matter?

PAULIE
Outta my house!

ROCKY
... It's cold outside, Paulie.

PAULIE
I don't want ya dirtying my sister
no more.

Paulie goes into the living room closet and snatches up a baseball bat.

ADRIAN
Please!

PAULIE
He's shit! I don't raise ya to
hang out with no bum.

Adrian tries to grab the bat... Paulie shoves her to the floor.

ROCKY
(tight)
Before you do any more, go look
at yourself in the mirror.

Paulie resembles a raving lunatic. He raises the bat.

ADRIAN
Let's talk, Paulie.

PAULIE
Talk nothin' -- I want'im outta
here!
(to Rocky)
Don't think I'm good enough to
work for Gazzo? Fuck you!
(MORE)

(CONTINUED)

76 CONTINUED: (2)

PAULIE (CONT'D)
(spits)
That's what I think of bums like you an' Gazzo!
(spits again)
You're goin' up an' don't care enough to throw Paulie some crumbs!
(spits)
I give ya meat, I give ya my sister, whatta ya give me, huh?!

Paulie smashes a small table with the bat.

PAULIE
An' you forget what I went through to give ya the best. I was ya mother! I always seen ya had the best, but did ya ever think of puttin' in a good word for me with this scumbag! Ya think I wanna haul meat around till I'm sixty!

Paulie smashes a large lamp with the bat.

PAULIE
Ya know how this bum makes a livin' -- Drinkin' blood! A wiseguy -- A loanshark goon who bends suckers' legs the wrong way.

ADRIAN
... I don't believe you.

PAULIE
(barely intelligible)
He's a friggin' leg breaker!!!
(to Rocky)
-- Go on, tell her what ya do -- Tell her how ya break bones!

ROCKY
Yo, Paulie --

PAULIE
(insanely)
You're a leg breaker!! Tell her it's true -- It's true, admit it!!

ROCKY
... Yeah, but --

(CONTINUED)

76 CONTINUED: (3)

PAULIE
Now what do you have to say, huh?

ADRIAN
... I think it's nice Rocky can hold two jobs at once.

The brother flares up and threatens Adrian with the bat.

PAULIE
Are you busted?!

ADRIAN
What!?

PAULIE
You a virgin? -- Ya let'im in ya pants, didn't ya! Ya pulled down ya pants an' let him have it, didn't ya!!

Mortified, Adrian runs to her room... Rocky steps to Paulie.

ROCKY
(fuming)
Hey --

Paulie cocks the bat back and tenses... Rocky remains still.

PAULIE
(softly)
... I can't haul meat no more.

ROCKY
What can I do about it?!

PAULIE
Christ, I been beggin' ya for a break until I'm sick inside.

ROCKY
If I knew how ya were feelin' I woulda -- Look, what can I say? I am thinkin' the fight all the time. If you can make some money off my name, do it. Do it!

Paulie lowers the bat and looks ashamed.

(CONTINUED)

76 CONTINUED: (4)

ROCKY
... I wanna tellya somethin' -- Ya hurt Adrian bad. Ya might have no respect for ya sister, but ya better have some respect for my girlfriend.

Paulie gives an "okay" look.

Rocky goes into the bedroom... Adrian has buried her face in a pillow... she is rocking slightly. Rocky cradles her and kisses her cheek.

ROCKY
(softly)
... Ya wanna hear a dirty joke?

Adrian breaks into a slight laugh and exhausted laugh... she looks into Rocky's eyes.

ADRIAN
... Yes, I would.

77 INT. GOLDMILL'S GYM - DAY

Rocky is at the gym pounding the heavy-bag with tremendous energy... Micky watches and Mike holds the bag steady.

MIKE
Hit me, killer, hit me!

Rocky swings harder.

MIKE
I wanna go to the moon. Punch me to the moon, killer! Oh, yeah, I think I was just hit with lightnin'!

MICKEY
Keep ya head down, Rocky.

MIKE
(holding the bag tighter)
There's a thunderstorm in here -- Hit me with lightnin'.

Rocky pounds with all his might and Mickey is smiling...

... Paulie crosses the gym and arrives at Rocky, who is still punching the bag.

(CONTINUED)

77 CONTINUED:

PAULIE
(quickly)
... Yo, Rock, I think I found an angle with usin' your name -- Ya mind?

ROCKY
(panting)
Use it -- Use it. How ya gettin' on with Adrian?

PAULIE
(shrugs)
... Like brother an' sister.

Paulie at Mike and Mickey:

PAULIE
You guys are doin' a fine job -- except ya oughta work his legs more.

Before Mickey can reply, Paulie is gone.

78 INT. ADRIAN'S APARTMENT -DAY

Rocky is wolfing down steaks at Adrian's. He is alone in the kitchen.

ROCKY
(to himself)
I'm going to win.

Adrian calls from her bedroom.

ADRIAN
Rocky, what do I have to do, ring a bell to get you in here?

Rocky wearily pushes his plate away and proceeds towards her room.

79 INT. GOLDMILL'S GYM - DAY

Rocky is sparring with a tall heavyweight. Mickey supervises... Rocky looks listless... Mickey is annoyed.

MICKEY
Drop lower -- That's it. Move from side to side! I said side to side, you tank!

80 INT. RUBDOWN ROOM - DAY

Mickey is supervising Rocky's rubdown... Mike is the masseur and sits astride Rocky on the table.

MICKEY
Loosen that damn neck up -- Mike, dig the neck.

Rocky cringes in pain.

MICKEY
While you're up there, strangle'im, Mike.

ROCKY
(painful laughter)
Yo!

MICKEY
Don't yo me, ya sonofabitch! You and that broad stay out of the sack! You look sloppy! If ya wanna lay on somethin', lay on ya stomach.

Everyone laughs and we:

FADE OUT.

FADE IN:

81 EXT. STREET - DAY

Running... Rocky's crowd of trailing boys has tripled. Dashing through the streets he resembles the Pied Piper.

KIDS
When ya gonna knock him out?

ROCKY
(running)
Somewhere between the first and the fifteenth.

KIDS
Can ya punch hard?

ROCKY
Punch!
(holds out his right fist)
This is sure death...
(MORE)

(CONTINUED)

81 CONTINUED:

ROCKY (CONT'D)
(holds out his left fist)
An' this is six months of nothin' but healin'!

Rocky and the Kids turn the corner.

82 EXT. STAIRS - DAY

It is twilight and Rocky is alone at the very bottom of a huge flight of steps that seem to stretch into the heavens... Rocky takes a deep breath and sprints up the never ending stairs... Halfway up, his body shows the strain. Nearing the top, Rocky pumps with all his strength and arrives at the very top... He looks down the steep stairs and swells with pride... He is ready.

83 INT. ROCKY'S - NIGHT

It is Christmas Eve... Adrian and Rocky are watching a new portable black-and-white television. CHRISTMAS CAROLS are HEARD. A small Christmas tree stands in the corner. Several opened Christmas packages lie beneath the tree. Adrian is wearing a new bathrobe. She is curled on the couch with Rocky. Rocky's dog is curled at his feet.

Rocky's eyes look glazed... his mind far away. Adrian watches the television, but is aware of Rocky's restlessness.

ADRIAN
Is everything all right?

ROCKY
... Ah -- I can't relax. I dunno, I know somethin' ain't right, y'know.

ADRIAN
What's wrong?

ROCKY
I gotta figger somethin' --
(stands)
I gotta go out for awhile --

Rocky grabs his coat and moves to the front door.

(CONTINUED)

83 CONTINUED:

ROCKY
(to the dog)
... Come.

84 INT. GOLDMILL'S GYM - DAY

Rocky arrives at Goldmill's gym... he unlocks the gym's door. Rocky and the dog move through the eerie shadows of the gym. He sees the ring lit up. Little Mike is dressed in full boxing equipment and sparring with an imaginary foe.

ROCKY
... Mike?

At first Mike does not hear him and continues fighting... Mike notices him and looks nervously at Rocky.

ROCKY
What're ya doin'?

MIKE
Ah, I dunno -- Exercisin' -- Yo, Rock, don't say nothin' to nobody, okay? Them creeps wouldn't understand -- I'm just suppose' to be the little guy who pulls jocks an' socks.

ROCKY
... Ya look good out there -- I'm glad ya ain't five feet taller --

MIKE
Yo!!!

ROCKY
I come to look at some movies.

Mike climbs out of the ring.

MIKE
Y'know, ya really lucky -- Can ya believe it, man, ya really fightin' for the title -- Ya really lucky.

Mike follows Rocky across the gym.

MIKE
Y'know, I was suppose' to be a heavyweight.

(CONTINUED)

84 CONTINUED:

Rocky pauses and suddenly begins laughing hysterically.

ROCKY
Ya what?

MIKE
I was suppose' to be a heavyweight. When I was a kid my father an' brothers would sit down at the table, make the sign of the cross and begin talkin' about Rocky Marciano. Every meal they talked about Rocky Marciano -- Great fighter -- Great puncher -- Nobody ever said to me, how ya doin' in school -- Did ya win the ball game? They just talked about the heavyweight champion.

Mike follows Rocky up the stairs to Mickey's office.

MIKE
So I sez, I'm gonna be heavyweight champion an' they're gonna talk about me over their dinner, right? So I'm ten years old, eleven, twelve -- I'm waitin' to grow, see -- Thirteen, fourteen, fifteen, then I'm twenty an' I realize I'm compact, stumpy, squat, thick-set and permanently compressed for life -- But I'll tell ya something', the guts grew, I don't care who he is, how big he is, if he tries to make me feel like a small person, I'll jump up an' bite his face -- Ya gotta have pride.

ROCKY
Ya gotta small chassis, but a big heart -- I wouldn't mess with ya.

Mike and Rocky enter Mickey's cluttered office and shut the door.

85 INT. MICKEY'S OFFICE - NIGHT

Rocky and Mike are in Mickey's office watching fight films. Rocky watches with intense concentration... On screen Apollo is dancing expertly around a slower opponent.

(CONTINUED)

85 CONTINUED:

MIKE
... Look at that footwork --
Blazin' footwork -- Gotta be the
fastest footwork in history.

The two men continue watching as the CAMERA FLICKERS SHADOWS across their faces.

Rocky stops the projector and reruns the scene in slow motion several times.

MIKE
Yeah, run it back. He threw that
right cross so fast I didn't see
it -- A lotta times the other guy
never knows what hit'im until he
reads the paper the next day.

DISSOLVE TO:

86 INT. MICKEY'S OFFICE - NIGHT

The office clock indicates that it is several hours later. Rocky is engrossed in watching another Apollo Creed film. He sits motionless. Something catches his eyes... he springs at the projector. He reruns the scene and stops it on freeze frame.

MIKE
See, the left hook is his greatest
weapon -- jars ya early in the
fight -- an' he throws it in
combination an' even triples up --

They continue watching films and it is apparent Rocky is losing interest.

MIKE
... He don't cut much either --
He swells an' gets pretty lumpy,
but he don't cut... You got guts,
Rock.

THE FIRST LIGHT OF DAWN streams through Mickey's filthy windows... The film has completed its run through the projector and lazily flops around on the top reel... Listlessly, Rocky turns off the projector and stands...

He turns and notices Mike is sleeping soundly in a chair... quietly exits with his dog.

87 INT. ROCKY'S APARTMENT - DAY

Rocky arrives at his apartment... Adrian is asleep on the couch. He lowers himself beside her. Her eyes open.

ROCKY
(softly)
... Can't do it.

ADRIAN
... What?

ROCKY
... I can't beat him.

ADRIAN
Apollo?

ROCKY
Yeah, I can't beat him.

ADRIAN
But -- But you were so -- confident.

ROCKY
I was just sayin' it -- I've been watchin' the movies -- Studyin' -- He ain't weak nowhere.

ADRIAN
What're we going to do?

ROCKY
... I dunno.

ADRIAN
Oh, Rocky -- You worked so hard.

ROCKY
It ain't so bad, 'cause I was a nothin' before --

ADRIAN
Don't say that.

ROCKY
C'mon, it's true -- But that don't bother me -- I just wanna prove somethin' -- I ain't a bum... It don't matter if I lose... It don't matter if he opens my head...
(MORE)

(CONTINUED)

87 CONTINUED:

ROCKY (CONT'D)
... The only thing I wanna do is go the distance -- Nobody's ever gone fifteen rounds with Creed. If I go the distance, an' that bell rings an' I'm still standin', I won't care about losin' the fight. I'll feel like a winner -- I'll know I weren't just another bum from the neighborhood...

Adrian touches Rocky's face... The fighter gently lowers himself beside his woman.

ROCKY
... No foolin' around.

88 INT. ARENA - DAY

It is the official weigh-in... Officials stand beside the scales... Rocky stands alongside Mickey.

Cameramen are setting up... Every reporter is gathered around Apollo Creed... Creed is animated.

REPORTER
What can we expect in the way of tactics?

APOLLO
I'm gonna use a new secret weapon in this fight.

Apollo slips into his robe and starts off towards the dressing room.

REPORTER
What is that secret weapon?

APOLLO
I am gonna knock out Rocky Balboa in the first round with my new secret weapon -- 'The Pizza Punch' ... A special announcement! As my personal birthday present to the Cradle of our Nation, for the first time in a lotta years a heavyweight championship fight is gonna be on television -- free... Course, that's just for Philadelphia -- Everywhere else is still blacked out.

(CONTINUED)

88 CONTINUED:

Creed and his people exit... Rocky turns to Mickey.

ROCKY
... Gotta admit, Creed is generous.

89 INT. ARENA - NIGHT

It is fight time... The fight location is the Philadelphia Spectrum. It is filled to capacity and decorated in tons of patriotic red, white and blue.

90 INT. APOLLO'S DRESSING ROOM - NIGHT

Apollo Creed sits in his dressing room. The contrast in personality is drastic... he is somber and withdrawn. The people around him remain motionless... The scene is a portrait of concentration.

91 INT. ROCKY'S DRESSING ROOM - NIGHT

The atmosphere in Rocky's dressing room is different... Mickey and cut-man, Benny Saperstein, tape Rocky's hands... Adrian and the dog are also present... Mike rubs Rocky's neck.

MIKE
How's that feel?

ROCKY
Good --
(to Adrian)
Sure ya don't wanna watch?

MICKEY
We gotta reserved seat.

ADRIAN
Will it bother you if I wait here?

ROCKY
Ya bring somethin' to read?

ADRIAN
... Can't you say your hand is hurt?

ROCKY
Everythin' is okay -- Hey, ya wanna take my place? Give'er the gloves, Mick.

(CONTINUED)

91 CONTINUED:

ADRIAN
(smiles)
... Oh, Rocky --

The door opens and Gazzo and his Bodyguard enter.

GAZZO
Christ, ya gotta know the President to get in this place.

ROCKY
Adrian, this is my -- friend, Mr. Gazzo.

GAZZO
Hello -- Listen, kid, I want ya to know I'm with ya in the spirit ... You're Italian, I'm Italian, Italians are special people. Proud! Tonight you kill this man. You do whatever ya have to, 'cause ya gotta tell yo' kids you were a man who could not, would not be beat --
(low)
The fight is straight? You got any action on the side?

Rocky shakes his head "no"... A GUARD opens the door.

GUARD
It's time.

ROCKY
(to Adrian)
... Don't leave town.

Rocky kisses Adrian and pets the dog... He turns to Gazzo.

ROCKY
... I'm gonna stay the distance.
(to Mickey)
... Where's my robe?

Mickey removes a new cardboard box from the locker.

MICKEY
Got it, kid, let's go.

Rocky exits with Mickey and Benny. Gazzo steps into the bathroom... The Bodyguard watches his boss close the bathroom door and faces Adrian with a bland expression.

(CONTINUED)

91 CONTINUED: (2)

BODYGUARD
... The bum'll be dead by the third.

92 INT. ARENA - NIGHT

A wedge of uniformed guards knife down the aisle to the ring. Many people wish Rocky well as he passes... people also hurl insults. From the expression on Mickey's face it is also the greatest night of his life... In the audience are familiar faces from the neighborhood.

From the back of the arena a ROAR goes up... Apollo Creed dances towards the ring. The NOISE builds to DEAFENING proportions. Creed's trainer holds the rope and Creed bounds into the ring. It is clearly SEEN that Apollo Creed is garbed in an outrageous Uncle Sam outfit... On his head is a red, white and blue sequined top hat. The robe is sequined red, white and blue. His boxing trunks are red, white and blue silk with stars around the waistband. The boxing shoes match the trunks. On his chin is a pointed white Uncle Sam beard.

Immediately he begins gracefully dancing in a wide circle. He passes within inches of Rocky.

The crowd loves the taunting. Creed lightly taps Rocky's head... The fans love it!... Apollo Creed floats back to his corner.

MICKEY
Don't let 'im get you tight.

ROCKY
Whatta ya think that outfit cost?

The ANNOUNCER steps to the center of the ring... Several men in suits stand against the ropes... Paulie is dressed nicely and sits at ringside with a pretty blond escort... Rocky waves at him. Paulie waves back and secretly gestures at his date... Rocky smiles and gestures back.

ANNOUNCER
Ladies and gentlemen -- Welcome to the Bicentennial Heavyweight Championship Fight... We are very proud to have with us four former Great Champions... Ladies an' gents, 'The one and only "Manassa Mauler" -- Jack Dempsey'!

(CONTINUED)

92 CONTINUED:

The crowd ROARS and JACK DEMPSEY waves and goes to Creed's corner, then Rocky's.

DEMPSEY
Good luck, kid.

He moves off.

ROCKY
(to Mickey)
Christ, Jack Dempsey.

The Announcer points and the timekeeper rings the bell.

ANNOUNCER
Former Middleweight Champion,
'The Bronx Bull' -- Jake LaMotta!

JAKE LA MOTTA raises his fist and gives best wishes to both contenders... Timekeeper rings the bell.

ANNOUNCER
The man with The Big Punch --
Everybody's favorite, 'The Brown
Bomber' -- Joe Louis!

JOE LOUIS bows and steps to Creed's corner. Creed strikes a boxing pose and Louis tosses a playful punch.

ROCKY
... They must be friends.

ANNOUNCER
Now, last but certainly not least
-- The former Heavyweight Champion,
Big Buck Johnson!!

JOHNSON rumbles to the center of the ring. The crowd BOOS ... Apollo motions to the spectators to increase their booing.

APOLLO
Who left the cage open? -- Who
let this gorilla on the street?

JOHNSON
Yo' best watch yo'self.

Apollo puts on a show... He grimaces and gestures like he's going to attack Johnson. His cornermen hold him back.

(CONTINUED)

92 CONTINUED: (2)

APOLLO
Yo' next, boy!

JOHNSON
Gonna dance in yo' mouth, boy!

Johnson motions to the crowd that Apollo is crazy. He goes to Rocky's corner.

JOHNSON
Save some of him for me.

The timekeeper rings the bell.

ANNOUNCER
... Now for the evening's main event -- In the corner to my right, The Challenger, wearing white trunks -- At one hundred an' eighty-nine pounds, one of Philly's own sons -- 'The Italian Stallion,' Rocky Balboa!

A good CROWD RESPONSE.

ANNOUNCER
In the far corner, wearing red, white an' blue -- Weighing in at two hundred and ten pounds -- Undefeated in forty-six fights -- The greatest, Apollo Creed!!

The arena explodes and Creed puts on a display of hand speed.

The REFEREE motions to both fighters... They step to the center of the ring. As the Referee explains the rules Apollo taunts Rocky without mercy. Rocky smiles.

REFEREE
... Now come out fighting.

The fighters return to their corners.

MICKEY
God bless ya, Rock.

ROCKY
Thanks, Mick -- I'm gonna try my best.

(CONTINUED)

92 CONTINUED: (3)

The BELL RINGS... Creed dances forward to Rocky as though he considers the man an amateur... He is greeted with an upswing hook to the jaw... Creed is dropped. The ARENA EXPLODES. Creed's eyes show disbelief. So do Rocky's.

Rocky backs into his corner... Mickey and Mike yell at him.

MIKE AND MICKEY
You can do it! Goddammit, you got the power! Relax! The body, get the body!!!!

REFEREE
Six! -- Seven! -- Eight! --

Creed is up... His playful attitude is gone... he is now all business. His lightning jab stings Rocky's face repeatedly.

APOLLO
... Come at me, sucker!

Rocky charges and a terrific right crashes against Apollo's chin, followed by an uppercut to the liver that causes Creed to cringe...

Apollo counters with jabs and Rocky whips brutal combinations to the body. At the BELL Apollo sends over a blinding right that bloodies Rocky's nose.

ROCKY
How am I doin'?

MICKEY
Real good -- Ya nose is busted.

ROCKY
Don't hurt.

MIKE
Breathe deep — Keep ya chin down!!

MICKEY
Ya look like the 'Rock,' kid. Use the legs and drive through'im.

MIKE
Attack -- Attack -- Attack!

(CONTINUED)

92 CONTINUED: (4)

Apollo does not sit. He stands and clowns with the spectators to prove he is not hurt.

APOLLO
(to trainer)
... He suppose' to be a bum --
He damn near broke my arm.

The BELL for the second round RINGS... Rocky rushes out fast and furious. Apollo melts out a left hook that raises a goose egg over Rocky's eye... Apollo employs footwork that dazzles Rocky. He has class. He studies Rocky and employs his lightning jab with cutting accuracy. Still Rocky shuffles ahead, bombarding Creed's midsection with hooks.

The round ends with Apollo assaulting Rocky with blinding combinations... The round ends.

Apollo stands in his corner and jokes with the fans, but he is beginning to show the strain from the body punches.

Rocky sits as Mickey and Benny try to reduce the swelling around his eyes.

MICKEY
What's happenin' out there?
What!?

ROCKY
We're gettin' to know each other.
He can take a shot.

MIKE
Go for the ribs. Don't let'im
breathe.

ROCKY
... That guy's great.

MICKEY
Good -- Why don't ya tell'im
you're a fan!

Round three... Apollo comes out dancing. He skips and sidesteps Rocky's sledgehammer hooks. An expert ring general, Apollo uses the ring fully. Rocky keeps tearing in and Creed meets the bombing attacks that cause thick swelling... Near the end of the round Rocky fires a penetrating punch to the heart.

(CONTINUED)

92 CONTINUED: (5)

The wallop knocks Apollo off balance... The CAMERA goes to a STEEP ANGLE SHOT from the floor, VERTICALLY UP Apollo's body. The SCENE GOES INTO SLOW MOTION... Rocky releases a terrifying uppercut that opens a gash under Creed's eye. Creed's face contorts with excruciation.

The BELL SOUNDS. Apollo's corner works frantically to close the wound... The ring DOCTOR inspects the cut.

TRAINER
Bad?

DOCTOR
Deep, but passable.

APOLLO
(staring at Rocky)
... That man's takin' his job too serious.

Rocky's face is in very bad shape, not cut, but wretchedly swollen around the eyes.

MICKEY
How you holdin' up, kid?

ROCKY
Fine... Look at this crowd!

MIKE
Ya gettin' tagged with his right. I think you should feint left, then --

MICKEY
Shut up! I talk here!

The BELL SOUNDS.

In the next round the men are fighting with appalling tenacity. Rocky rips and tears into the body... Apollo counters with a ceaseless stream of rapier-like lefts... The Challenger is seriously outclassed.

APOLLO
C'mon -- Lemme cut yo'!

Rocky wades in and Creed employs incredible footwork. He sets himself and cuts loose with a thunderbolt right cross to Rocky's already broken nose. Blood sprays from the wound and red droplets drip from his chin...

(CONTINUED)

92 CONTINUED: (6)

Rocky takes a merciless beating and is staggered by a torrent of combinations. Rocky's eye is closed. But Creed cannot drop him... The BELL RINGS.

BENNY
Lean back, kid.

MICKEY
Can ya see?

ROCKY
(standing)
Everythin' looks fine.

MIKE
Ya sappin' his strength -- He's losin' steam.

ROCKY
He ain't losin' nothin'.

MICKEY
Keep on him -- You're doin' great.

In the next eight rounds Apollo cuts and slashes Rocky to ribbons, but pays dearly... Both his eyes and lips are cut. Welts across his midsection attest to Rocky's body-battering.

93 INT. ROCKY'S DRESSING ROOM - NIGHT

Adrian is unable to remain alone... She is lured by the GROWING ROAR OF THE FANS... She exits the dressing room.

94 INT. ARENA HALL - NIGHT

Stepping out of the dressing room she walks down the corridor. The MOUNTING CHEERS make her speed up. She opens the door at the end of the corridor and is hit by a THUNDEROUS WAVE of SOUND. The guard at the door inspects her and goes back to watching the fight.

95 INT. ARENA - NIGHT

Adrian stands at the rear of the arena and watches the battle. She is entranced by the power of it all.

(CONTINUED)

95 CONTINUED:

Back in the ring Rocky keeps grinding ahead. He plants a thumping left over the Champion's heart and Creed winces ... Rocky is game but losing.

At ringside Paulie is frantic... He is living the fight from his seat.

Mr. Gazzo and his Bodyguard watch from the second row. Gazzo looks proud. The Bodyguard, impassive.

96 INT. ANDY'S BAR - NIGHT

A huge and lively crowd look up at the television over the bar... they see Rocky driving Creed against the ropes and cheer loudly. The BELL RINGS and the fighters return to their corners.

97 INT. ARENA - NIGHT

Apollo's corner is in turmoil... the Champion is definitely hurt.

APOLLO
My side.

TRAINER
It might be broke --
(to assistant)
Get that doctor. The ribs might be broke.

APOLLO
No doctor! -- I gotta whip that man.

In Rocky's corner things are frantic. His eyes are swollen shut.

MICKEY
Wanna keep goin'?

ROCKY
Yeah -- Yeah.

MIKE
No more, ya wanna lose an eye? No more.

BENNY
I think ya had it, kid.

(CONTINUED)

97 CONTINUED:

ROCKY
Open my eyes -- Please, open my eyes!

Mickey nods to Benny. He secretly places a small razor between his index and middle finger. In one smooth movement he drags the razor over the blood welts and quickly covers the draining wounds with a towel... It is done so quickly no one is ever aware of the operation.

At the rear of the arena Adrian looks transfixed at the ring. She is caught up in the heat of the battle.

The BELL RINGS for round thirteen. Rocky bores in close, but Apollo still has spring in his legs. He seems determined to end it this round... Apollo catches Rocky flush on the jaw. Rocky is staggered. Like a wolf, Apollo cuts loose with pure savagery. Rocky is driven against the ropes and receives a devastating beating from the Champion ... Rocky is dropped.

Rocky sits stunned in the middle of the ring... Everything is a distortion. He looks for familiar faces as though to ask for help... Mickey and Mike scream frantically for him to stay down.

REFEREE
Six -- Seven -- Eight --

Rocky gets to his feet and tenses with renewed energy. He is like a wounded wild animal.

The tide suddenly turns. Rocky drops low and catches Apollo with a pair of terrific body punches that seem to drive Apollo's diaphragm up to his throat... a CRACK is HEARD. A glaze of pain covers Apollo's eyes. It is only a supreme effort that keeps the Champion upright... The BELL SOUNDS. Apollo is badly hurt. He is bent over as he returns to his corner.

APOLLO
... Ribs is broke --

Blood trickles from the corner of Apollo's mouth.

TRAINER
Yo' bleedin' inside, man.

APOLLO
... Two rounds more.

(CONTINUED)

97 CONTINUED: (2)

TRAINER
Don't kill yourself -- Let the doctor stop the fight.

APOLLO
... Stop jivin'!

Rocky no longer resembles himself... his face has completely been beaten to jelly, but his mood is buoyant.

ROCKY
How I look out there, Mick?

MICKEY
(truly worried)
Great, kid, great.

The BELL RINGS and Rocky moves towards Apollo. Apollo flicks clean jabs into Rocky's eyes... The Italian wades in with punches that seem to bulge out Apollo's back. Creed takes the punishment like a stoic.

Blood is running from Apollo's mouth. In the clinch he leans over Rocky and it drips down the Italian's neck and shoulders. Apollo shields his wound from the ringside judges and continues to fight... The BELL RINGS.

Rocky returns to his corner... The Doctor looks him over.

DOCTOR
One round to go -- It's up to you.

Rocky is approaching the supreme moment of his life. He cannot be bothered with pain or doctors.

ROCKY
I'm fine -- Go away, I'm gonna make it -- I'm gonna make it!

Mickey is very distraught over Rocky's dangerous condition.

MICKEY
We gotta stop it -- You can't win -- Nobody can ever say you didn't give it ya best shot -- Ya dyin' out there, ya goddamn fool!!!

ROCKY
(impassioned)
Please! I'll kill ya -- Don't stop nothin'.
(MORE)

(CONTINUED)

97 CONTINUED: (3)

ROCKY (CONT'D)
(standing)
-- Don't stop nothin', please --
Don't.

In Apollo's corner, conditions are no better. His face is a mass of lumps.

APOLLO
(mumbling)
I gotta get'im -- I gotta get'im --
I gotta get --

The BELL RINGS... Apollo flames out of his corner and employs every trick he knows to lure Rocky into a vulnerable position.

The BELL SOUNDS. The arena explodes with THUNDEROUS APPROVAL... The corner men rush to their fighters. In the midst of all the confusion both fighters look at each other with incredible respect. There they stand, blood-drenched gladiators on the most dramatic night of their lives... As though reacting to some unspoken command, they both step towards each other and embrace... Apollo whispers in Rocky's ear.

APOLLO
... There ain't gonna be no rematch.

ROCKY
... Don't want one.

Rocky and Apollo separate... Mickey embraces him. The Announcer enters the ring and the microphone is lowered.

ANNOUNCER
Attention, please! Attention!...
Ladies and gentlemen, tonight we
have had the rare privilege to have
witnessed the greatest championship
fight ever fought.

The CROWD ROARS.

ANNOUNCER
... We have a split decision!

Apollo did not expect this. He tenses... Rocky looks in confusion at Mickey. The old man holds his breath.

(CONTINUED)

97 CONTINUED: (4)

ANNOUNCER
Judge Walker scores it 9 - 6 Creed ... Judge Roseman scores it 8 - 7 Balboa.

Apollo is rigid. Fear radiates from his eyes. To lose the crown on this night after the fight he fought would kill him... A silence has blanketed the arena.

ANNOUNCER
Judge Conners scores it 10 - 5 Creed ... Winner and still Heavyweight Champion of the World, Apollo Creed!

The CROWD ROARS... Creed exits the ring but before he goes takes one last respectful look at Rocky.

Mickey pats Rocky's neck... Benny cuts the tape from his hands. Mickey is on the verge of tears of joy.

MICKEY
I don't care what they say -- You're a winner.

Rocky sorely smiles and looks at the waves of cheering fans that circle the ring and reach out towards him... Mickey grabs Rocky's hand and raises it. The CROWD ROARS.

ROCKY
Yo, Mick, can I have my locker back?

Mickey and Rocky look at each other and grin... Mickey hugs Rocky like a son. Mickey raises Rocky's hand again.

Rocky turns away from Mickey and pats Benny the cut-man's shoulder... Benny smiles wearily. Rocky stares across the ring at Apollo Creed, who stands victorious, but his face and body are badly distorted... The two men lock stares that reflect admiration.

Apollo climbs out of the ring and the fans crush forward screaming his name and waving red, white and blue banners.

Rocky also climbs out of the ring and waves of frantic well-wishing fans rumble forward... Mickey's eyes show mounting apprehension as the fans become abnormally active.

(CONTINUED)

97 CONTINUED: (5)

Apollo Creed tries in vain to move up the aisle but the fans have whipped themselves into a frenzy. They shove the police aside and clutch wildly at Creed... Creed's army of bodyguards swing angrily at the crowd but they are soon engulfed by screaming waves of humanity. Apollo is suddenly hoisted into the air and is being carried along by a legion of fans.

On the opposite aisle Rocky is experiencing the same overwhelming adulation by his fans but does not seem to be frightened by it, like Apollo. Mickey tries his best to control things but his voice is drowned out in the growing clamor... The fans shove the guards aside and hoist Rocky to their shoulders.

Rocky's and Apollo's fans are aggressively competing against each other... chanting, "Creed, Creed, Creed."

Rocky's fans counter by bellowing, "Rocky, Rocky, Rocky!!"

Paulie tries to get to Rocky but is shoved aside and he starts swinging.

Both Rocky and Apollo are completely at the mercy of the crowd. They are being passed overhead and remain helpless as their bodies float up the aisle on the sea of hands... The chanting is DEAFENING.

Fearful that Rocky is in danger, Adrian tries to move forward. Running headlong into the crowd, she angles through the mass to get to Rocky.

She is manhandled and shoved in a multitude of directions, but she keeps her feet... She sees him. In the distance Rocky floats INTO VIEW and Adrian flattens against the wall and waits for the procession to pass. The procession approaches and she clearly sees Rocky's unbelievably battered, but smiling face. He appears to be king of the world.

The procession approaches and passes Adrian. She jumps on her toes and waves frantically but is not seen. She screams Rocky's name... Somehow the delicate voice knifes through the racket and reaches Rocky.

Rocky frantically looks in all directions and barely manages to see Adrian jumping up and down waving. The crowd is carrying him away. He attempts to lower himself but the crowd won't permit it.

(CONTINUED)

97 CONTINUED: (6)

Rocky instead turns over and begins climbing across people's heads and shoulders. He resembles a man trying to go up on a down escalator. The people are jammed so tightly together Rocky manages to crawl across them and arrive in front of Adrian.

Still suspended in air, Rocky leans down and Adrian jumps up and they lock in a solid embrace...

As the two are swept along into the greatest night anyone can remember, we:

FADE OUT.

THE END